

FAIRMARKET INC
Form SC 13G/A
February 12, 2002

OMB Number: 3235-0145
Expires: October 31, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. 1)*

FAIRMARKET, INC.

(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE

(Title of Class of Securities)

305158 10 7

(CUSIP Number)

DECEMBER 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

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IN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1 (A) . NAME OF ISSUER:

FAIRMARKET, INC.

ITEM 1 (B) . ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

500 UNICORN PARK DRIVE, WOBURN, MASSACHUSETTS, 01801

ITEM 2 (A) . NAME OF PERSON FILING:

SCOTT T. RANDALL

ITEM 2 (B) . ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

C/O FAIRMARKET, INC., 500 UNICORN PARK DRIVE, WOBURN, MASSACHUSETTS,
01801

ITEM 2 (C) . CITIZENSHIP:

UNITED STATES

ITEM 2 (D) . TITLE OF CLASS OF SECURITIES:

COMMON STOCK, \$.001 PAR VALUE

ITEM 2 (E) . CUSIP NUMBER:

305158 10 7

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b), OR 13D-2(b) OR
(c), CHECK WHETHER THE PERSON FILING IS a: N/A

(a) Broker or dealer registered under Section 15 of the Exchange Act

(b) Bank as defined in Section 3(a)(6) of the Exchange Act

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act

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N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATIONS.

N/A

(1) Includes 3,686,000 shares of Common Stock owned as of December 31, 2001, plus options to purchase 290,625 shares of Common Stock exercisable by Mr. Randall within 60 days of December 31, 2001.

(2) Based on 29,061,861 shares of Common Stock outstanding as of December 31, 2001.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FEBRUARY 6, 2002

(Date)

/S/ SCOTT T. RANDALL

(Signature)

SCOTT T. RANDALL

(Name/Title)