

FAIRMARKET INC
Form 10-K/A
June 03, 2002

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 10-K/A

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2001

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the Transition Period from _____ to _____

Commission File Number 000-29423

FAIRMARKET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

04-3351937
(I.R.S. Employer
Identification No.)

500 Unicorn Park Drive, Woburn, MA
(Address of principal executive offices)

01801-3341
(Zip Code)

Registrant's telephone number, including area code: **(781) 376-5600**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, \$0.001 par value**
(Title of each class) **Preferred Stock Purchase Rights**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the registrant's voting stock held by non-affiliates was approximately \$14,048,840 on March 25, 2002, based on the closing sales price of the registrant's common stock as reported on the Nasdaq National Market as of such date.

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The number of shares outstanding of the registrant's common stock as of March 25, 2002 was 29,219,382.

This Annual Report on Form 10-K/A is being filed as an amendment to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 29, 2002, as amended by the Annual Report on Form 10-K/A filed with the SEC on April 30, 2002 ("Amendment No. 1"), to correct a typographical error in Amendment No. 1. The second option grant listed for Nanda Krish in the table under the caption "Options Granted in Fiscal Year 2001" in Item 11 of Part III should be 160,000, not 60,000.

For updated information under Items 10, 11, 12, and 13 of Part III, you should refer to the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on June 3, 2002.

Date: June 3, 2002

FAIRMARKET, INC.
(REGISTRANT)

By: _____ /s/ JANET SMITH

Janet Smith
Chief Financial Officer and Treasurer

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