

GAIAM INC  
Form 10-Q/A  
November 21, 2003

**United States  
Securities and Exchange Commission**

Washington, D.C. 20549

**Form 10-Q/A**

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

**For the Fiscal Quarter Ended September 30, 2003**

**OR**

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

**Commission File Number 0-27517**

**GAIAM, INC.**

(Exact name of registrant as specified in its charter)

**COLORADO**

(State or other jurisdiction of  
incorporation or organization)

**84-1113527**

(I.R.S. Employer  
Identification No.)

**360 INTERLOCKEN BLVD.,  
BROOMFIELD, COLORADO 80021**

(Address of principal executive offices)

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(303) 222-3600

(Registrant's telephone number, including area code)

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 and 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 whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

YES  NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

| Class  | Shares outstanding as of October 30, 2003 |
|--|---|
| Class A Common Stock<br>(\$0.0001 par value) | 9,201,296                                 |
| Class B Common Stock<br>(\$0.0001 par value) | 5,400,000                                 |

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EXPLANATORY NOTE

This Amendment on Form 10-Q/A revises Exhibits 31.1 and 31.2 to reflect language required for filings made after August 14, 2003.

**Item 6. Exhibits and Reports on Form 8-K.**

a) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1               | Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 |
| 31.2               | Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 |

**Signatures**

In accordance with the requirements of the Securities and Exchange Act, the registrant caused this report to be signed on its behalf, by the undersigned, thereunto duly authorized.

Gaiam, Inc.  
(Registrant)  
November 21, 2003

By: /s/ Jirka Rysavy  
Jirka Rysavy  
Chief Executive Officer

/s/ Janet Mathews  
Janet Mathews  
Chief Financial Officer