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STYLECLICK INC
Form SC 13D/A
May 02, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 2) *

STYLECLICK, INC.

(Name of Issuer)

Class A Common Stock, \$0.01 par value

(Title of Class of Securities)

864221 10 2

(CUSIP Number)

F. Thomas Dunlap
Senior Vice President, General Counsel and Secretary
Intel Corporation
2200 Mission College Boulevard
Santa Clara, CA 95052
Telephone: (408) 765-8080

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 26, 2001

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1 (f) or 13d-1 (g), check the following box [].

*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.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

Page 1 of 12 Pages

Edgar Filing: STYLECLICK INC - Form SC 13D/A

CUSIP No. 864221 10 2 Schedule 13D/A Page 2 of 12 Pages

1. NAME OF REPORTING PERSON: INTEL CORPORATION
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 94-1672743
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) []
(b) [X]
3. SEC USE ONLY
4. SOURCE OF FUNDS**
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []
6. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE
7. SOLE VOTING POWER: 991,208
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH
8. SHARED VOTING POWER: N/A
9. SOLE DISPOSITIVE POWER: 991,208
10. SHARED DISPOSITIVE POWER: N/A
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 991,208
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES** []
13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 10.27%
14. TYPE OF REPORTING PERSON: CO

**SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 864221 10 2 Schedule 13D/A Page 3 of 12 Pages

This Amendment No. 2 amends and supplements Items 1, 4, and 5 of the statement on Schedule 13D (the "13D"), and the cover page thereto, filed April 19, 1999 and amended February 3, 2000 by Intel Corporation (the "Reporting Person"), with respect to its beneficial ownership of common stock issued by ModaCAD, Inc., a California corporation, which changed its legal name to Styleclick.com, Inc. in July 1999 and was subsequently acquired by Styleclick, Inc. in July, 2000 (the "Issuer"). Specifically, this Amendment No. 2 contains information relating to certain sales of Issuers stock by the Reporting Person and the resulting decrease in beneficial ownership.

ITEM 1. Security and Issuer.

- (a) Name and Address of Principal Executive Offices of Issuer:

Styleclick.com Inc.
3861 Sepulveda Blvd.
Culver City, CA 90230

- (b) Title of Class of Equity Securities:

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Common Stock

ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation (the "Reporting Person")

(b) Address of Principal Business Office:

2200 Mission College Boulevard
Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components,
modules and systems.

(d) Criminal Proceedings:

During the last five years, neither the
Reporting Person nor any executive officer or
director of the Reporting Person has been
convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the
Reporting Person nor any executive officer or
director of the Reporting Person has been party
to any civil proceeding of a judicial or
administrative body of competent

CUSIP No. 864221 10 2 Schedule 13D/A Page 4 of 12 Pages

jurisdiction as a result of which such person
was or is subject to any judgment, decree or
final order enjoining future violations of, or
prohibiting or mandating activities subject to,
Federal or State securities laws or finding any
violation with respect to such laws.

(f) State of Incorporation: Delaware

Attached hereto as Appendix A is information required
by this Item 2 with respect to the executive officers
and directors of the Reporting Person. All such
individuals are U.S. citizens, except as otherwise
indicated on Appendix A.

ITEM 4. Purpose of the Transaction.

On November 12, 1997, the Reporting Person and Issuer
entered into a Development Agreement (the "Development
Agreement"), pursuant to which Issuer agreed to pay
Reporting Person a stream of future royalties. The
Reporting Person subsequently agreed to terminate the
future royalty obligations under the Development
Agreement in consideration of the Issuer granting to

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the Reporting Person a certain number of shares and warrants to purchase Common stock of the Issuer.

Pursuant to a Stock and Warrant Purchase and Investors Rights Agreement, dated April 7, 1999, between the Reporting Person and the Issuer (the "Purchase Agreement"), the Reporting Person purchased from the Issuer Four Hundred Fifty-Five Thousand Two Hundred Eighteen (455,218) shares of Issuer's Common Stock (the "Shares") at an agreed upon aggregate value of Five Million Dollars (\$5,000,000). In addition, the Issuer issued to the Reporting Person three warrant (each as "Warrant" and collectively, the "Warrants") to purchase up to an aggregate of Five Hundred Thirty-Eight Thousand Six Hundred Seventy-Four (538,674) shares of Issuer's Common Stock (the "Warrant Shares"). A copy of the Purchase Agreement was filed as Exhibit 1 to the original 13D and is incorporated by the reference.

The first Warrant is a 5-year warrant to acquire One Hundred Fifty-Nine Thousand Three Hundred Twenty-Six (159,326) shares of Issuer's Common Stock at an exercise price of Ten Dollars and Ninety-Eight Cents (\$10.98) per share. The second Warrant is a 1-year warrant to acquire One Hundred Eighty-Nine Thousand Six Hundred Seventy-Four (189,674) shares of Issuer's Common Stock at an exercise price of Thirteen Dollars and Eighteen Cents (\$13.18) per share. The third warrant is a 15-month warrant to acquire One Hundred Eighty-Nine Thousand Six Hundred Seventy-Four (189,674) shares of Issuer's Common Stock at an exercise price of Thirteen Dollars and Eighteen Cents (\$13.18) per share. All the Warrants are currently exercisable.

CUSIP No. 864221 10 2

Schedule 13D/A

Page 5 of 12 Pages

Prior to the transactions described in this Item 4 above, the Reporting Person owned a currently exercisable warrant, dated November 13, 1997, to acquire One Hundred Twenty-Six Thousand Three Hundred Sixteen (126,316) shares of the Issuer's Common Stock at an exercise price of Nineteen Dollars (\$19.00) per share (the "1997 Warrant").

On January 24, 2000, Issuer and USANi Sub LLC ("Parent"), a wholly owned subsidiary of USA Networks, Inc., entered into an Agreement and Plan of Merger (the "Merger Agreement"), whereby, upon obtaining requisite shareholder approval and the satisfaction of certain other preconditions, Issuer will become an indirect subsidiary of the Parent (the "Merger"). Upon consummation of the Merger, the current shareholders of Issuer's outstanding Common Stock received on a one for one basis, the right to receive one share of common stock of Styleclick, Inc., a newly formed Delaware corporation and a direct subsidiary of Parent.

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Also, on January 24, 2000, Issuer, Parent and Reporting Person executed a Voting Agreement in support of the Merger. At the time, Parent and Issuer also entered into similar voting agreements with certain other shareholders of the Issuer. Reporting Person, however, expressly disclaims the existence of any group within the meaning of Section 13(d)(3) of the Act based upon the voting agreements executed in anticipation of the merger or as the result of any other agreement between Issuer and the Reporting Person or any agreement relating to the Common Stock of the Issuer. These voting obligations terminated upon the consummation of the Merger Agreement.

ITEM 5. Interest in Securities of the Issuer.

The information contained in Item 4 is incorporated herein by this reference.

- (a) Number of Shares Beneficially Owned: 991,208 (of which the Reporting Person holds 231,700 common shares and 664,989 shares that are issuable upon exercise of vested Warrants held by the Reporting Person as described in Item 4 above).

Percent of Class: 10.27% (based upon 8,980,124 shares outstanding at April 2, 2001, as reported by the Issuer in its Form 10-Q for the quarter ended March 31, 2001, and assuming the issuance of 664,989 shares of Common Stock to the Reporting Person pursuant to the Warrants described in Item 4 above).

- (b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 991,208

CUSIP No. 864221 10 2 Schedule 13D/A Page 6 of 12 Pages

- (c) Recent Transactions: On or about March 13, 2001 the Reporting person sold 10,000 shares of Common Stock in an open market transaction at \$1.75 per share; On or about March 14, 2001 the Reporting person sold 15,000 shares of Common Stock in an open market transaction at \$1.3438 per share; On or about March 15, 2001 the Reporting person sold 14,000 shares of Common Stock in an open market transaction at \$1.3125 per share; On or about March 16, 2001 the Reporting person sold 20,000 shares of Common Stock in an open market transaction at \$1.3125 per share; On or about March 19, 2001 the Reporting person sold 10,000 shares of Common Stock in an open market transaction at \$1.3438 per share; On or about March 20, 2001 the Reporting person sold 10,000 shares of Common Stock in an open market transaction at \$1.125 per share; On or about April 26, 2001 the Reporting person sold 50,000 shares of

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Common Stock in an open market transaction at
\$0.96 per share.

- (d) Rights with Respect to Dividends or Sales
Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial
Ownership: N/A

CUSIP No. 864221 10 2 Schedule 13D/A Page 7 of 12 Pages

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.

Dated as of May 1, 2001

INTEL CORPORATION

By: /s/F. Thomas Dunlap, Jr.

F. Thomas Dunlap, Jr.
Senior Vice President,
General Counsel and
Secretary

CUSIP No. 864221 10 2 Schedule 13D/A Page 8 of 12 Pages

APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and
certain other information with respect to each Director. All
Directors are United States citizens except as indicated below.

Name: Craig R. Barrett

Business Address: Intel Corporation, 2200 Mission College
Boulevard, Santa Clara, CA 95052

Principal Occupation: President and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of
microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

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Name: John Browne

Business Address: BP Amoco p.l.c., Britannic House, 1 Finsbury Circus, London EC2M 7BA

Principal Occupation: Group Chief Executive

Name, principal business and address of corporation or other organization in which employment is conducted: BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

CUSIP No. 864221 10 2 Schedule 13D/A Page 9 of 12 Pages

Name: Winston H. Chen

Business Address: Paramitas Foundation, 3945 Freedom Circle, Suite 760, Santa Clara, CA 95054

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a charitable foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

Name: Andrew S. Grove

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

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Name: D. James Guzy

Business Address: The Arbor Company, 1340 Arbor Road, Menlo Park, CA 94025

Principal Occupation: Chairman

Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership engaged in the electronics and computer industry.
1340 Arbor Road
Menlo Park, CA 94025

CUSIP No. 864221 10 2 Schedule 13D/A Page 10 of 12 Pages

Name: Gordon E. Moore

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Chairman Emeritus of the Board of Directors

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: David S. Pottruck

Business Address: The Charles Schwab Corporation, 101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a financial services provider
101 Montgomery Street
San Francisco, CA 94104

Name: Jane E. Shaw

Business Address: AeroGen, Inc., 1310 Orleans Drive, Sunnyvale, CA 94089

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Principal Occupation: Chairman and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: AeroGen, Inc., a pulmonary drug delivery company
1310 Orleans Drive
Sunnyvale, CA 94089

CUSIP No. 864221 10 2 Schedule 13D/A Page 11 of 12 Pages

Name: Leslie L. Vadasz

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Executive Vice President; President, Intel Capital

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: David B. Yoffie

Business Address: Harvard Business School, Morgan Hall 215, Soldiers Field Park Road, Boston, MA 02163

Principal Occupation: Max and Doris Starr Professor of International Business Administration

Name, principal business and address of corporation or other organization in which employment is conducted: Harvard Business School, an educational institution.
Morgan Hall 215, Soldiers Field Park Road
Boston, MA 02163

Name: Charles E. Young

Business Address: University of Florida, 226 Tigert Hall, P.O. Box 113150, Gainesville, FL 32610

Principal Occupation: President of the University of Florida

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Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida
226 Tigert Hall
P.O. Box 113150
Gainesville, FL 32610

CUSIP No. 864221 10 2 Schedule 13D/A Page 12 of 12 Pages

EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant
Title: Executive Vice President, Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; General Manager, Intel Communications Group

Name: Paul S. Otellini
Title: Executive Vice President; General Manager, Intel Architecture Business Group

Name: Michael R. Splinter
Title: Executive Vice President; General Manager, Sales and Marketing Group

Name: F. Thomas Dunlap, Jr.
Title: Senior Vice President, General Counsel and Secretary

Name: Robert J. Baker
Title: Vice President; Co-General Manager, Technology and Manufacturing Group

Name: Arvind Sodhani
Title: Vice President, Treasurer