

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2001-08-03** | Period of Report: **2001-08-01**  
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FILER

**TICKETS COM INC**

CIK: **1038083** | IRS No.: **061424841** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-27893** | Film No.: **1697640**  
SIC: **7900** Amusement & recreation services

Mailing Address

4675 MACARTHUR CT  
SUITE 1400  
NEWPORT BEACH CA 92660

Business Address

555 ANTON BLVD 12TH FL  
COSTA MESA CA 92626  
7143275400

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported) AUGUST 1, 2001  
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TICKETS.COM, INC.

-----  
(Exact name of registrant as specified in its charter)

DELAWARE	000-27893	06-1424841
-----	-----	-----
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

555 ANTON BOULEVARD, 11TH FLOOR, COSTA MESA, CALIFORNIA	92626
-----	-----
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (714) 327-5400  
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NOT APPLICABLE

-----  
(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

4.1 Amendment No. 1 to Registration Rights Agreement dated August 1, 2001 by and among Tickets.com, Inc., General Atlantic Partners 74, L.P., GAP Coinvestment Partners II, L.P., GapStar LLC, Ardara US Direct Investment Inc., International Capital Partners, Inc., Profit Sharing Trust, Sports Capital Partners, L.P., Sports Capital Partners (Cayman Islands), L.P., Sports Capital Partners CEV, LLC and the other persons set forth on Schedule I attached thereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TICKETS.COM, INC.

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(Registrant)

Date: August 3, 2001

By /s/ ERIC BAUER

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Name: Eric Bauer

Title: Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No.

Description

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Profit Sharing Trust, Sports Capital Partners, L.P., Sports Capital Partners (Cayman Islands), L.P., Sports Capital Partners CEV, LLC and the other persons set forth on Schedule I attached thereto.

AMENDMENT NO. 1 TO  
REGISTRATION RIGHTS AGREEMENT

AMENDMENT NO. 1 TO REGISTRATION RIGHTS AGREEMENT, dated as of August 1, 2001 (this "Amendment"), by and among Tickets.com, Inc., a Delaware corporation (the "Company"), General Atlantic Partners 74, L.P., a Delaware limited partnership ("GAP LP"), GAP Coinvestment Partners II, L.P., a Delaware limited partnership ("GAP Coinvestment"), GapStar, LLC, a Delaware limited liability company ("GapStar"), Ardara US Direct Investment Inc., a British Virgin Islands corporation ("Ardara"), International Capital Partners, Inc., Profit Sharing Trust, a Connecticut trust ("ICP"), Sports Capital Partners, L.P., a Delaware limited partnership ("SC Delaware"), Sports Capital Partners (Cayman Islands), L.P., a Cayman Islands limited partnership ("SC Cayman"), Sports Capital Partners CEV, LLC, a Delaware limited liability company ("SC LLC" and together with SC Delaware and SC Cayman, "Sports Capital"), and the other persons set forth on Schedule I attached hereto (the "Other Investors").

WHEREAS, the Company, GAP LP, GAP Coinvestment, GapStar, Ardara, ICP and the Other Investors entered into a Registration Rights Agreement, dated as of June 21, 2001 (the "Registration Rights Agreement");

WHEREAS, pursuant to the Stock Purchase Agreement, dated as of May 1, 2001, as amended (the "Stock Purchase Agreement"), by and among the Company, GAP LP, GAP Coinvestment, GapStar, Ardara, ICP and the other persons named therein, the Company proposes at a second closing thereunder to issue and sell to GAP LP, GAP Coinvestment, GapStar, Ardara, ICP, SC Delaware, SC Cayman, SC LLC and the Other Investors an aggregate of 17,500,000 shares of Series F Senior Cumulative Redeemable Preferred Stock, par value \$0.000225 per share, of the Company (the "Preferred Stock");

WHEREAS, in order to induce each of SC Delaware, SC Cayman and SC LLC to purchase its shares of Preferred Stock, the parties hereto desire to amend the Registration Rights Agreement to grant registration rights to SC Delaware, SC Cayman and SC LLC with respect to such shares of Preferred Stock.

NOW, THEREFORE, in consideration of the premises and mutual agreements contained herein, and for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree to amend the Registration Rights Agreement as follows:

1. Defined Terms. Except as defined herein, capitalized terms used herein shall have the meanings ascribed to such terms in the Registration Rights Agreement.

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2. Additional Parties. Each of SC Delaware, SC Cayman and SC LLC is hereby made a party to the Registration Rights Agreement as a Major Stockholder in accordance with this Amendment.

3. Additional Definitions. The following definitions are hereby added to Section 1 of the Registration Rights Agreement in the appropriate alphabetical order:

"SC Cayman" means Sports Capital Partners (Cayman Islands), L.P., a Cayman Islands limited partnership.

"SC Delaware" means Sports Capital Partners, L.P., a Delaware limited partnership.

"SC LLC" means Sports Capital Partners CEV, LLC, a Delaware limited liability company.

"Sports Capital" means SC Cayman, SC Delaware and SC LLC.

4. Amendment to Definition of Affiliate. The definition of "Affiliate" in Section 1 of the Registration Rights Agreement is hereby amended to read in its entirety as follows:

"Affiliate" means any Person who is an "affiliate" as defined in Rule 12b-2 of the General Rules and Regulations under the Exchange Act. In addition, the following shall be deemed to be Affiliates of GAP Coinvestment, GAP LP and GapStar: (a) GAP LLC, the members of GAP LLC, the limited partners of GAP Coinvestment and the limited partners of GAP LP; (b) any Affiliate of GAP LLC, the members of GAP LLC, the limited partners of GAP Coinvestment or the limited partners of GAP LP; and (c) any limited liability company or partnership a majority of whose members or partners, as the case may be, are members or former members of GAP LLC or consultants or key employees of General Atlantic Service Corporation, a Delaware corporation and an Affiliate of GAP LLC. In addition, GAP LP, GAP Coinvestment and GapStar shall be deemed to be Affiliates of one another. Additionally, the following shall be deemed to be Affiliates of SC LLC, SC Delaware and SC Cayman: (a) the direct and indirect beneficial owners (whether limited or general partners, shareholders, stockholders or otherwise) of SC LLC, the direct and indirect beneficial owners (whether limited or general partners, shareholders, stockholders or otherwise) of SC Delaware and the direct and indirect beneficial owners (whether limited or general partners, shareholders, stockholders or otherwise) of SC Cayman; (b) any Affiliate of the members of SC LLC, the limited partners of SC Delaware or the limited partners of SC Cayman; and (c) any limited liability company or partnership a majority of whose members or partners, as the case may be, are members or key employees of Sports Capital Partners, LLC, a Delaware limited liability company, SC LLC, SC Delaware and SC Cayman. In addition, SC LLC, SC Delaware and SC Cayman shall be deemed to be Affiliates of one another.

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5. Amendment to Definition of Major Stockholders. The definition of "Major Stockholders" in Section 1 of the Registration Rights Agreement is hereby amended to read in its entirety as follows:

"Major Stockholders" means Ardara, ICP, the Other Investors, SC Delaware, SC Cayman, SC LLC and any transferee thereof to whom Registrable Securities are transferred in accordance with Section 10(f) of this Agreement.

6. Amendment to Section 10(e) of the Stock Purchase Agreement. Section 10(e) of the Registration Rights Agreement is hereby deleted and replaced in its entirety with the following:

(e) Notices. All notices, demands and other communications provided for or permitted hereunder shall be made in writing and shall be made by registered or certified first-class mail, return receipt requested, telecopier, courier service or personal delivery:

(i) if to the Company:

Tickets.com, Inc.  
555 Anton Boulevard, 12th Floor  
Costa Mesa, CA 92626  
Telecopy: (714) 327-5410  
Attention: W. Thomas Gimple

with a copy to:

Brobeck Phleger & Harrison LLP

550 South Hope Street  
Los Angeles, CA 90071-2604  
Telecopy: (213) 745-3345  
Attention: Richard S. Chernicoff, Esq.

(ii) if to the GAP Purchasers:

c/o General Atlantic Service Corporation  
3 Pickwick Plaza  
Greenwich, CT 06830  
Telecopy: (203) 622-8818  
Attention: Steven A. Denning

with a copy to:

Paul, Weiss, Rifkind, Wharton & Garrison  
1285 Avenue of the Americas  
New York, NY 10019-6064  
Telecopy: (212) 757-3990  
Attention: Douglas A. Cifu, Esq.

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(iii) if to ICP:

International Capital Partners, Inc., Profit  
Sharing Trust  
300 First Stamford Place  
Stamford, CT 06902  
Telecopy: (203) 969-2212  
Attention: Nicholas E. Sinacori

with a copy to:

Cummings & Lockwood  
Four Stamford Plaza  
Stamford, CT 06904  
Telecopy: 203-351-4534  
Attention: Stephen Marcovich, Esq.

(iv) if to Sports Capital:

c/o Sports Capital Partners  
527 Madison Avenue, 10th Floor  
New York, New York, 10022  
Telecopy: 212-634-3305  
Attention: Charles T. Lelon

with a copy to:

Kirkland & Ellis  
153 East 53rd Street  
New York, New York 10022  
Telecopy: (212) 446-4900  
Attention: Lisa Anastos, Esq.

(v) if to Ardara:

Lombard, Odier & Co.  
11, Rue de la Corraterie  
1204 Geneva Switzerland  
Telecopy: 011-41-22-709-3944  
Attention: Marie France Bastaroli

with a copy to:

c/o International Capital Partners, Inc.  
300 First Stamford Place  
Stamford, CT 06902  
Telecopy: (203) 969-2212  
Attention: Nicholas E. Sinacori

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(vi) if to the Other Investors:

c/o Zesiger Capital Group LLC  
320 Park Avenue, 30th floor  
New York, NY 10022  
Telecopy: 212-508-6329  
Attention: Albert L. Zesiger

with a copy to:

Proskauer Rose LLP  
1585 Broadway  
New York, NY 10036-8299  
Telecopy: 212-969-2900  
Attention: Gail Sanger, Esq.

7. Continuing Effect of Registration Rights Agreement. This Amendment shall not constitute a waiver, amendment or modification of any other provision of the Registration Rights Agreement not expressly referred to herein and shall not be construed as a waiver or consent to any further or future action on the part of the Company that would require a waiver or consent of the GAP Purchasers and ICP. Except as expressly amended or modified herein, the provisions of the Registration Rights Agreement are and shall remain in full force and effect.

8. GOVERNING LAW. THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO THE PRINCIPLES OF CONFLICTS OF LAW THEREOF.

9. Valid and Binding. This Amendment shall be binding upon and inure to the benefit of each of the parties hereto and their respective successors and assigns.

10. Counterparts. This Amendment may be executed in any number of counterparts and by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

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IN WITNESS WHEREOF, the undersigned have executed, or have caused to be executed, this Amendment on the date first written above.

TICKETS.COM, INC.

By: /s/ Eric Bauer

-----  
Name: Eric Bauer  
Title: Chief Financial Officer

GENERAL ATLANTIC PARTNERS 74, L.P.



By: GENERAL ATLANTIC PARTNERS, LLC,  
its General Partner

By: /s/ Matthew Nimetz

-----  
Name: Matthew Nimetz  
Title: A Managing Member

GAP COINVESTMENT PARTNERS II, L.P.

By: /s/ Matthew Nimetz

-----  
Name: Matthew Nimetz  
Title: A General Partner

GAPSTAR, LLC

By: GENERAL ATLANTIC PARTNERS, LLC,  
its Managing Member

By: /s/ Matthew Nimetz

-----  
Name: Matthew Nimetz  
Title: A Managing Member

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INTERNATIONAL CAPITAL PARTNERS, INC.,  
PROFIT SHARING TRUST

By: /s/ N. E. Sinacori

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Name: N.E. Sinacori  
Title: Trustee

ARDARA US DIRECT INVESTMENT INC.  
DUCAT LIMITED

By:

-----  
Name:  
Title:

ZCG PURCHASERS

By: Zesiger Capital Group, LLC,  
as agent and attorney in fact

By: /s/ Albert Zesiger

-----  
Name: Albert Zesiger  
Title: Managing Director

SPORTS CAPITAL PARTNERS, L.P.

By: Sports Capital Partners, LLC,  
its Managing Partner

By: /s/ David Moross

-----  
Name: David Moross  
Title: President

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SPORTS CAPITAL PARTNERS (CAYMAN  
ISLANDS), L.P.

By: Sports Capital Partners, LLC,  
its Managing Partner

By: /s/ David Moross

-----  
Name: David Moross  
Title: President

SPORTS CAPITAL PARTNERS CEV, LLC

By: Sports Capital Partners, LLC,  
its Managing Partner

By: /s/ David Moross

-----  
Name: David Moross  
Title: President

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SCHEDULE 1

<TABLE>  
<CAPTION>

	Purchaser: -----	Record Holder: -----
<S>	<C>	<C>
1	NFIB Corporate Account	Huland & Co.
2	Public Employee Retirement System of Idaho	Mellon Bank NA custodian for PERSI-Zesiger Capital
3	City of Stamford Firemen's Pension Fund	City of Stamford Firemen's Pension Fund
4	The Jenifer Altman Foundation	Batrus & Co.
5	Lazar Foundation	Hare & Co.
6	Roanoke College	FirstUnion & Co.

7	Butler Family LLC	Tice & Co.
8	Salvador O. Gutierrez	Salvador O. Gutierrez
9	HBL Charitable Unitrust	HBL Charitable Unitrust
10	Andrew Heiskell	Andrew Heiskell
11	Helen Hunt	Cudd & Co.
12	Jeanne L. Morency	Jeanne L. Morency
13	Psychology Associates	Psychology Associates
14	Peter Looram	Peter Looram
15	Mary C. Anderson	Mary C. Anderson
16	Murray Capital, LLC	Murray Capital, LLC
17	Meehan Foundation	Meehan Foundation
18	The Meehan Investment Partnership I, L.P.	The Meehan Investment Partnership I, L.P.
19	Domenic J. Mizio	Domenic J. Mizio
20	Morgan Trust Co. of the Bahamas Ltd. As Trustee U/A/D 11/30/93	Morgan Trust Co. of the Bahamas Ltd. as Trustee U/A/D 11/30/93
21	Susan Uris Halpern	Hare & Co.
22	Theeuwes Family Trust, Felix Theeuwes Trustee	Theeuwes Family Trust, Felix Theeuwes Trustee
23	William B. Lazar	William B. Lazar
24	Albert L. Zesiger	Albert L. Zesiger
25	Barrie Ramsay Zesiger	Barrie Ramsay Zesiger
26	Donald and Dan-Thanh Devivo	Donald and Dan-Thanh Devivo
27	John J. & Catherine H. Kayola	John J. & Catherine H. Kayola
28	Mary I. Estabil	Mary Estabil
29	Wolfson Investment Partners LP	Wolfson Investment Partners LP

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