

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2003-02-10**
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FILED BY

COGHILL CAPITAL MANAGEMENT LLC

CIK: **1162675** | IRS No.: **364191886** | State of Incorporation: **IL** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Business Address
225 W WASHINGTON ST
STE 2200
CHICAGO IL 60605
312 422 8158

SUBJECT COMPANY

AVICI SYSTEMS INC

CIK: **1094895** | IRS No.: **020493372** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-60847** | Film No.: **03546101**
SIC: **3576** Computer communications equipment

Mailing Address
101 BILLERICA AVE
NORTH BILLERICA MA 01862

Business Address
101 BILLERICA AVENUE
NORTH BILLERICA MA 01862
9789642000

Schedule 13G

SEC 1745 (02-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____1_____) *

Avici Systems, Inc.

(Name of Issuer)

Common Stock, par value \$.0001

(Title of Class of Securities)

05367L802

(CUSIP Number)

December 31, 2002 (annual filing requirement)

(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)

[X] 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. The information required in 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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.

05367L802

1.Names of Reporting Persons.

CCM Master Fund, Ltd.*

I.R.S. Identification Nos. of above persons (entities only).

98-0363044

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) X

3.SEC Use Only

4.Citizenship or Place of Organization

Cayman Islands

5.Sole Voting Power

0

Number of
Shares

Beneficially

Owned by

Each Reporting

Person With

6.Shared Voting Power

1,258,594 common shares

7.Sole Dispositive Power

0

8.Shared Dispositive Power

1,258,594 common shares

9.Aggregate Amount Beneficially Owned by Each Reporting Person

1,258,594 common shares

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) []

Not Applicable

11.Percent of Class Represented by Amount in Row (9)

9.9%

12.Type of Reporting Person (See Instructions)

IV

CUSIP No.

05367L802

1.Names of Reporting Persons.

Coghill Capital Management, L.L.C.+*

I.R.S. Identification Nos. of above persons (entities only).

36-4191886

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) X

3.SEC Use Only

4.Citizenship or Place of Organization
Delaware

5.Sole Voting Power
0

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

6.Shared Voting Power
1,258,594

7.Sole Dispositive Power
0

8.Shared Dispositive Power
1,258,594

9.Aggregate Amount Beneficially Owned by Each Reporting Person
1,258,594 common shares

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) []
Not Applicable

11.Percent of Class Represented by Amount in Row (9)
9.9%

12.Type of Reporting Person (See Instructions)
00

CUSIP No.
05367L802

1.Names of Reporting Persons.
Coghill Clint D.+*

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b) X

3.SEC Use Only

4.Citizenship or Place of Organization
United States of America

5.Sole Voting Power
0

Number of
Shares
Beneficially Owned by
Each Reporting
Person With

6.Shared Voting Power
1,258,594

7.Sole Dispositive Power
0

8.Shared Dispositive Power
1,258,594

9.Aggregate Amount Beneficially Owned by Each Reporting Person
1,258,594 common shares

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) []
Not Applicable

11.Percent of Class Represented by Amount in Row (9)
9.9%

12.Type of Reportting Person (See Instructions
IN

This Schedule 13G is being filed to report information about common stock par value \$.0001 of Avici Systems that may be deemed to be beneficially owned by CCM Master Fund, Ltd.; Coghill Capital Management, L.L.C. and Clint D. Coghill. Mr. Coghill is the managing member of Coghill Capital Management, L.L.C.; an entity which serves as the investment manager of CCM Master Fund, Ltd.

Item 1.

(a)Name of Issuer:
Avici Systems (AVCI)

(b)Address of Issuer's Principal Executive Offices:
101 Billerica Avenue
North Billerica, MA 01862

Item 2.

(a)Name of Person Filing:
CCM Master Fund, Ltd.*
Coghill Capital Management, L.L.C.+*
Coghill Clint D.+*

(b)Address of Principal Business Office or, if none, Residence:
One North Wacker Drive - Suite 4725
Chicago, IL 60606

(c)Citizenship:
CCM Master Fund, Ltd. - Cayman Islands
Coghill Capital Management, L.L.C. - Delaware
Coghill Clint D. - United States of America

(d)Title of Class of Securities:

Common shares \$.0001 par value (cusip: 05367L802)

(e)CUSIP Number:
05367L802

Item 3.If this statement is filed pursuant to S240.13d-1(b) or
240.13d-2(b) or (c), check whether the person filing is a:

Broker Dealer	[]
Bank	[]
Insurance Company	[]
Investment Company	[]
Investment Adviser	[]
Employee Benefit Plan, Pension Fund, or Endowment Fund	[]
Parent Holding Company/Control Person	[]
Savings Association	[]
Church Plan	[]
Corporation	[]
Partnership	[]
Individual	[]
Other	[]

Item 4.Ownership.

Provide the following information regarding the aggregate number and
percentage of the class of securities of the issuer identified in Item 1.

(a)Amount beneficially owned:

CCM Master Fund, Ltd.:	1,258,594 common shares
Coghill Capital Management, L.L.C.:	1,258,594 common shares
Coghill Clint D.:	1,258,594 common shares

(b)Percent of class:

CCM Master Fund, Ltd.:	9.9% of class
Coghill Capital Management, L.L.C.:	9.9% of class
Coghill Clint D.:	9.9% of class

(c)Number of shares as to which the person has:

CCM Master Fund, Ltd. (i)Sole power to vote or to direct the vote:	0
CCM Master Fund, Ltd. (ii)Shared power to vote or to direct the vote:	1,258,594
CCM Master Fund, Ltd. (iii)Sole power to dispose or to direct the disposition of:	0
CCM Master Fund, Ltd. (iv)Shared power to dispose or to direct the disposition of:	1,258,594

(c)Number of shares as to which the person has:

Coghill Capital Management, L.L.C. (i)Sole power to vote or to direct the vote:	0
Coghill Capital Management, L.L.C. (ii)Shared power to vote or to direct the vote:	1,258,594
Coghill Capital Management, L.L.C. (iii)Sole power to dispose or to direct the disposition of:	0

Coghill Capital Management, L.L.C. (iv) Shared power to dispose or to direct the disposition of:

1,258,594

(c) Number of shares as to which the person has:

Coghill Clint D. (i) Sole power to vote or to direct the vote:

0

Coghill Clint D. (ii) Shared power to vote or to direct the vote:

1,258,594

Coghill Clint D. (iii) Sole power to dispose or to direct the disposition of:

0

Coghill Clint D. (iv) Shared power to dispose or to direct the disposition of:

1,258,594

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification

(b) The following certification shall be included if the statement is filed pursuant to S240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Explanation of Responses:

*The reporting persons disclaim beneficial ownership of the securities except to the extent of their pecuniary interest therein.

+ Principal of the investment manager or investment manager to the investment management entity in whose account the reported securities are held.

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.

_____/s/ Clint D. Coghill+*_____
Clint D. Coghill+*
Signature of Reporting Person

February 10, 2003_____
Date

Coghill Capital Management, L.L.C.+*
By:/s/ Clint D. Coghill+*_____
Clint D. Coghill+*
Managing Member

February 10, 2003_____
Date

CCM Master Fund, Ltd.*
By:/s/ Clint D. Coghill_____
Clint D. Coghill
Director

February 10, 2003_____
Date

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated February 10, 2003 relating to the Common Stock, par value \$.0001 of Avici Systems, Inc. (AVCI) shall be filed on behalf of the undersigned.

_____/s/ Clint D. Coghill+*_____
Clint D. Coghill+*
Signature of Reporting Person

February 10, 2003_____
Date

Coghill Capital Management, L.L.C.+*
By:/s/ Clint D. Coghill+*_____
Clint D. Coghill+*
Managing Member

February 10, 2003_____
Date

CCM Master Fund, Ltd.*
By:/s/ Clint D. Coghill_____
Clint D. Coghill
Director

February 10, 2003_____
Date