

# 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: **2001-02-02**  
SEC Accession No. **0000912057-01-003887**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **FLYCAST COMMUNICATIONS CORP**

CIK: **1078292** | IRS No.: **770431028** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-56951** | Film No.: **1523157**  
SIC: **7311** Advertising agencies

Mailing Address	Business Address
181 FREMONT STREET SUITE 120 SAN FRANCISCO CA 94105	181 FREMONT STREET SUITE 120 SAN FRANCISCO CA 94105 4159771000

### FILED BY

#### **ST PAUL COMPANIES INC /MN/**

CIK: **86312** | IRS No.: **410518860** | State of Incorporation: **MN** | Fiscal Year End: **1231**  
Type: **SC 13G/A**  
SIC: **6331** Fire, marine & casualty insurance

Business Address  
385 WASHINGTON ST  
SAINT PAUL MN 55102  
6123107911

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Flycast Communications Corporation  
-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
-----  
(Title of Class of Securities)

344067 10 3  
-----  
(CUSIP Number)

December 31, 2000  
-----  
(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)  
/ / Rule 13d-1(c)  
/X/ 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).

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CUSIP NO. 344067 10 3  
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SCHEDULE 13G

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

The St. Paul Companies, Inc.  
41-0518860

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

Not Applicable (a) / /

(b) / /

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Minnesota corporation

-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

-----  
6 SHARED VOTING POWER  
0

-----  
7 SOLE DISPOSITIVE POWER  
0

-----  
8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
0

10 CHECK BOX If THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* / /  
Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0%

12 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP NO. 344067 10 3  
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SCHEDULE 13G

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)  
  
St. Paul Fire and Marine Insurance Company  
41-0406690

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
  
Not Applicable (a) / /  
  
(b) / /

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Minnesota corporation

NUMBER OF 5 SOLE VOTING POWER

SHARES	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
6	SHARED VOTING POWER
	0
7	SOLE DISPOSITIVE POWER
	0
8	SHARED DISPOSITIVE POWER
	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	0
10	CHECK BOX If THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /
	Not Applicable
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	0%
12	TYPE OF REPORTING PERSON*
	CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

- Item 1(a). NAME OF ISSUER:
- The name of the issuer is Flycast Communications Corporation (the "Issuer").
- Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
- The address of the principal executive offices of the Issuer is 181 Fremont Street, Suite 120, San Francisco, CA 94105.
- Item 2(a). NAME OF PERSONS FILING:
- The St. Paul Companies, Inc. ("The St. Paul") and St. Paul Fire and Marine Insurance Company ("F&M"). The St. Paul and F&M are collectively referred to herein as the "Reporting Persons."
- Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The principal business address of each of the Reporting Persons is 385 Washington Street, St. Paul, Minnesota 55102.

Item 2(c). CITIZENSHIP:

Each of The St. Paul and F&M is a Minnesota corporation.

Item 2(d). TITLE OF CLASS OF SECURITIES:

The class of equity securities to which this Statement relates is the common stock, par value \$0.001 per share, of the Issuer (the "Common Stock").

Item 2(e). CUSIP NUMBER:

The CUSIP number of the Common Stock is 344067 10 3.

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE FILING PERSON IS A:

- (a) / / Broker or Dealer registered under Section 15 of the Securities Exchange Act of 1934 (the "Act").
- (b) / / Bank, as defined in Section 3(a)(6) of the Act.
- (c) / / Insurance Company, as defined in Section 3(a)(19) of the Act.
- (d) / / Investment Company registered under Section 8 of the Investment Company Act of 1940.
- (e) / / Investment Advisor registered under Section 203 of the Investment Advisers Act of 1940.

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- (f) / / Employee Benefit Plan, Pension Fund, which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F) of the Act.
- (g) / / Parent Holding Company or Control Person, in accordance with Rule 13d-1(b)(ii)(G) (Note: See Item 7).
- (h) / / Savings Associations, as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) / / Church Plan, that is excluded from the definition of an

(h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. OWNERSHIP:

(a) Amount beneficially owned: 0

(b) Percent of class: 0

(c) Number of shares as to which each of The St. Paul and F&M has:

(i) Sole power to vote or to direct the vote ..... 0

(ii) Shared power to vote or to direct the vote ..... 0

(iii) Sole power to dispose or to direct the disposition of ..... 0

(iv) Shared power to dispose or to direct the disposition of ... 0

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 Persons have ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following /X/.

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:

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:

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 2, 2001.

THE ST. PAUL COMPANIES, INC.

By: /s/ Bruce A. Backberg

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Bruce A. Backberg

Its: Senior Vice President

ST. PAUL FIRE AND MARINE INSURANCE COMPANY

By: /s/ Bruce A. Backberg

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Bruce A. Backberg

Its: Senior Vice President

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EXHIBIT I

Pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required on Schedule 13G need be filed with respect to ownership by each of the undersigned of shares of Common Stock of Flycast Communications Corporation.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Dated: February 2, 2001



THE ST. PAUL COMPANIES, INC.

By: /s/ Bruce A. Backberg

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Bruce A. Backberg  
Its: Senior Vice President

ST. PAUL FIRE AND MARINE INSURANCE COMPANY

By: /s/ Bruce A. Backberg

-----

Bruce A. Backberg  
Its: Senior Vice President

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