

# 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: **1999-09-10**  
SEC Accession No. **0001076542-99-000135**

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

### SUBJECT COMPANY

#### **SKYMALL INC**

CIK: **862841** | IRS No.: **860651100** | State of Incorporation: **NV** | Fiscal Year End: **1231**  
Type: **SC 13G/A** | Act: **34** | File No.: **005-49817** | Film No.: **99709376**  
SIC: **5961** Catalog & mail-order houses

Mailing Address  
*1520 EAST PIMA ST  
PHOENIX AZ 85034*

Business Address  
*1520 EAST PIMA ST  
PHOENIX AZ 85034  
6022549777*

### FILED BY

#### **WORSLEY ROBERT M**

CIK: **1032734**  
Type: **SC 13G/A**

Business Address  
*SKYMALL INC  
1520 EAST PIMA STREET  
ALBUQUERQUE NM 87109  
3307463311*

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

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 3)\*

SKYMALL, INC.

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(Name of Issuer)

Common Stock, \$.001 par value

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(Title of Class of Securities)

830859 10 4

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(CUSIP Number)

August 23, 1999

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(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)
- 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).

SCHEDULE 13G

CUSIP NO. 830859 10 4

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1. Names of Reporting Persons.

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

ROBERT M. WORSLEY

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

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

United States

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5. Sole Voting Power

496 shares

Number of  
Shares

6. Shared Voting Power

4,583,748 Shares

Beneficially  
Owned by

7. Sole Dispositive Power

496 Shares

Each  
Reporting

8. Shared Dispositive Power

4,583,748 shares

Person

With:

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,584,244 shares

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

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

51% based upon 8,986,955 shares outstanding at 9/7/99.

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12. Type of Reporting Person (See Instructions)

IN

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SCHEDULE 13G

CUSIP NO. 830859 10 4

1. Names of Reporting Persons.

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

CHRISTI M. WORSLEY

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

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

496 shares

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

6. Shared Voting Power

4,583,748 Shares

7. Sole Dispositive Power

496 Shares

8. Shared Dispositive Power

4,583,748 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,584,244 shares

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

[ ]

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

51% based upon 8,986,955 shares outstanding at 9/7/99.

12. Type of Reporting Person (See Instructions)

SCHEDULE 13G

CUSIP NO. 830859 10 4

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

THE WORSLEY FAMILY REVOCABLE TRUST DATED 7/28/98

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

(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

	5. Sole Voting Power
	1,518,051 shares
Number of	-----
Shares	6. Shared Voting Power
Beneficially	0 Shares
Owned by	-----
Each	7. Sole Dispositive Power
Reporting	1,518,051 Shares
Person	-----
With:	8. Shared Dispositive Power
	0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,518,051 shares

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

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

12. Type of Reporting Person (See Instructions)

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ITEM 1 (A) NAME OF ISSUER:

SkyMall, Inc.

ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1520 East Pima Street  
Phoenix, Arizona 85034

ITEM 2 (A) NAME OF PERSON FILING:

The persons filing this Schedule 13G/A are: \*

- (1) ROBERT M. WORSLEY
- (2) CHRISTI M. WORSLEY
- (3) THE WORSLEY FAMILY REVOCABLE TRUST DTD 7/28/98 (the "Worsley Trust")

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\* Attached to this Schedule 13G/A as Exhibit 1 is a Joint Filing Agreement between the persons specified above that this Schedule 13G/A is being filed on behalf of each of them.

ITEM 2 (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the principal business office of Mr. and Mrs. Worsley and the Worsley Trust is c/o SkyMall, Inc., 1520 East Pima Street, Phoenix, Arizona 85034.

ITEM 2 (C) CITIZENSHIP:

Mr. and Mrs. Worsley are citizens of the United States.  
The Worsley Trust was formed under the laws of the United States.

ITEM 2 (D) TITLE OF CLASS OF SECURITIES:

Common Stock, \$.001 par value

ITEM 2 (E) CUSIP NUMBER:

830859 10 4

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR

240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) [ ] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) [ ] Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) [ ] Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

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- (e) [ ] An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) [ ] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) [ ] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Not applicable.

ITEM 4. OWNERSHIP.

(A) AMOUNT BENEFICIALLY OWNED:

MR. AND MRS. WORSLEY:

As of September 7, 1999, Mr. and Mrs. Worsley beneficially own 4,584,244 shares of Common Stock of the Company consisting of:

- (i) 3,064,541 outstanding shares of Common Stock jointly owned by Mr. and Mrs. Worsley;
- (ii) 376 shares of Common Stock are owned by Mr. Worsley, individually;

- (iii) 376 shares of Common Stock are owned by Mrs. Worsley, individually;
- (iv) 1,518,051 shares of Common Stock are held by the Worsley Trust; and
- (v) 900 shares of Common Stock are issuable upon exercise of a Warrant acquired in the Company's 1996 private placement.

Of the 900 shares of Common Stock issuable upon exercise of the Warrant, if the Warrant is exercised in full, 660 shares of Common Stock will be issued to Mr. and Mrs. Worsley jointly, 120 shares will be issued to Mr. Worsley individually, and 120 shares will be issued to Mrs. Worsley individually.

Based upon the foregoing, Mr. and Mrs. Worsley each individually own 496 shares of Common Stock, and jointly own 4,583,748 shares of Common Stock of the Company.

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THE WORSLEY TRUST:

As of September 7, 1999, the Worsley Trust beneficially owns 1,518,051 shares of Common Stock of the Company consisting of:

- (i) 50,000 shares of Common Stock transferred to the Worsley Trust by Mr. and Mrs. Worsley on August 18, 1999;
- (ii) 6,828 shares of Common Stock purchased in open market transactions on August 18, 1999;
- (iii) 943,223 shares of Common Stock transferred to the Worsley Trust by Mr. and Mrs. Worsley as of August 23, 1999; and
- (iv) 518,000 shares of Common Stock transferred to the Worsley Trust by Mr. and Mrs. Worsley as of September 7, 1999.

(B) PERCENT OF CLASS:

As of September 7, 1999, Mr. and Mrs. Worsley beneficially owned 51% of the Company's Common Stock and the Worsley Trust beneficially owned 16.9% of the Company's Common Stock.

(C) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

(1) ROBERT M. WORSLEY:

- (i) Sole power to vote or to direct the vote: 496 shares



(ii) Shared power to vote or to direct the vote: 4,583,748 shares

(iii) Sole power to dispose or to direct the disposition of: 496 shares

(iv) Shared power to dispose or to direct the disposition of: 4,583,748 shares

(2) CHRISTI M. WORSLEY:

(i) Sole power to vote or to direct the vote: 496 shares

(ii) Shared power to vote or to direct the vote: 4,583,748 shares

(iii) Sole power to dispose or to direct the disposition of: 496 shares

(iv) Shared power to dispose or to direct the disposition of: 4,583,748 shares

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(3) THE WORSLEY TRUST:

(i) Sole power to vote or to direct the vote: 1,518,051 shares

(ii) Shared power to vote or to direct the vote: 0 shares

(iii) Sole power to dispose or to direct the disposition of: 1,518,051 shares

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

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 [ ].

Not applicable.

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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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

DATED: September 9, 1999

/s/ Robert M. Worsley

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ROBERT M. WORSLEY

DATED: September 9, 1999

/s/ Christi M. Worsley

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CHRISTI M. WORSLEY

THE WORSLEY FAMILY TRUST DATED 7/28/98

DATED: September 9, 1999

By: /s/ Robert M. Worsley

-----  
ROBERT M. WORSLEY, TRUSTEE

DATED: September 9, 1999

By: /s/ Christi M. Worsley

EXHIBIT 1

JOINT FILING AGREEMENT

ROBERT M. WORSLEY, CHRISTI M. WORSLEY and THE WORSLEY FAMILY TRUST DATED 7/28/98 hereby agree and consent to the joint filing on their behalf of the foregoing Schedule 13G/A relating to their beneficial ownership of the Common Stock of SkyMall, Inc.

DATED: September 9, 1999

/s/ Robert M. Worsley

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ROBERT M. WORSLEY

DATED: September 9, 1999

/s/ Christi M. Worsley

-----  
CHRISTI M. WORSLEY

THE WORSLEY FAMILY TRUST DATED 7/28/98

DATED: September 9, 1999

By: /s/ Robert M. Worsley

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ROBERT M. WORSLEY, TRUSTEE

DATED: September 9, 1999

By: /s/ Christi M. Worsley

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CHRISTI M. WORSLEY, TRUSTEE