

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. **0000950157-01-000088**

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

SUBJECT COMPANY

OPENTV CORP

CIK: **1096958** | IRS No.: **980212376** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-58285** | Film No.: **1523816**
SIC: **7371** Computer programming services

Mailing Address
*ABBOTT BUILDING
MOUNT STREET TORTOLA
ROAD TOWN COUNTRY*

Business Address
*ABBOTT BUILDING
MOUNT STREET TORTOLA
ROAD TOWN COUNTY
6504295500*

FILED BY

NASPERS LTD

CIK: **1106051** | IRS No.: **000000000** | State of Incorporation: **T3** | Fiscal Year End: **0331**
Type: **SC 13G/A**

Mailing Address
*NASPERS CENTRE PO BOX
2271
CAPETOWN 8000
SOUTH AFRICA T3 00000*

Business Address
*NASPERS CENTRE PO BOX
2271
CAPETOWN 8000
SOUTH AFRICA T3 00000
270214062121*

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No.1)

OpenTV Corp.

(Name of Issuer)

Class A Ordinary Shares (no par value)

(Title of Class of Securities)

G6754310

(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)

Rule 13d-1(d)

Page 1 of 11 pages

CUSIP NO. G6754310

13G/A

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

NUMBER OF 30,571,614*

SHARES

BENEFICIALLY

6. SHARED VOTING POWER

0

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

30,571,614*

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,571,614*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

47.0%**

12. TYPE OF REPORTING PERSON

* Represents (1) 365,460 Class A Ordinary Shares beneficially owned by OTV Holdings Limited and (2) 30,206,154 Class A Ordinary Shares issuable upon conversion of 30,206,154 Class B Ordinary Shares of OpenTV Corp. beneficially owned by OTV Holdings Limited.

** Based on 64,994,568 Class A Ordinary Shares of OpenTV Corp. outstanding (assuming conversion of 30,206,154 Class B Ordinary Shares into an equal number of Class A Ordinary Shares) as of December 31, 2000.

CUSIP NO. G6754310

13G/A

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mindport Holdings Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

NUMBER OF 30,571,614*

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 30,571,614*

PERSON -----
WITH 8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
30,571,614*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
47.0%**

12. TYPE OF REPORTING PERSON
CO

* Represents (1) 365,460 Class A Ordinary Shares beneficially owned by OTV Holdings Limited, a wholly owned subsidiary of Mindport Holdings Limited, and (2) 30,206,154 Class A Ordinary Shares issuable upon conversion of 30,206,154 Class B Ordinary Shares of OpenTV Corp. beneficially owned by OTV Holdings Limited.

** Based on 64,994,568 Class A Ordinary Shares of OpenTV Corp. outstanding (assuming conversion of 30,206,154 Class B Ordinary Shares into an equal number of Class A Ordinary Shares) as of December 31, 2000.

CUSIP NO. G6754310 13G/A

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

NUMBER OF 30,571,614*

SHARES

BENEFICIALLY

6. SHARED VOTING POWER

0

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING 30,571,614*

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,571,614*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

47.0%**

12. TYPE OF REPORTING PERSON

* Represents (1) 365,460 Class A Ordinary Shares beneficially owned by OTV Holdings Limited, an indirect subsidiary of MIH Limited, and (2) 30,206,154 Class A Ordinary Shares issuable upon conversion of 30,206,154 Class B Ordinary Shares of OpenTV Corp. beneficially owned by OTV Holdings Limited.

** Based on 64,994,568 Class A Ordinary Shares of OpenTV Corp. outstanding (assuming conversion of 30,206,154 Class B Ordinary Shares into an equal number of Class A Ordinary Shares) as of December 31, 2000.

CUSIP NO. G6754310

13G/A

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MIH (BVI) Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5. SOLE VOTING POWER

NUMBER OF 30,571,614*

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

30,571,614*

PERSON

WITH

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,571,614*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

47.0%**

12. TYPE OF REPORTING PERSON

CO

* Represents (1) 365,460 Class A Ordinary Shares beneficially owned by OTV Holdings Limited, an indirect subsidiary of MIH (BVI) Limited, and (2) 30,206,154 Class A Ordinary Shares issuable upon conversion of 30,206,154 Class B Ordinary Shares of OpenTV Corp. beneficially owned by OTV Holdings Limited.

** Based on 64,994,568 Class A Ordinary Shares of OpenTV Corp. outstanding (assuming conversion of 30,206,154 Class B Ordinary Shares into an equal number of Class A Ordinary Shares) as of December 31, 2000.

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CUSIP NO. G6754310

13G/A

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MIH Holdings Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Africa

5. SOLE VOTING POWER

NUMBER OF 30,571,614*

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

REPORTING

30,571,614*

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,571,614*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

47.0%**

12. TYPE OF REPORTING PERSON

CO

* Represents (1) 365,460 Class A Ordinary Shares beneficially owned by OTV Holdings Limited, an indirect subsidiary of MIH Holdings Limited, and (2) 30,206,154 Class A Ordinary Shares issuable upon conversion of 30,206,154 Class B Ordinary Shares of OpenTV Corp. beneficially owned by OTV Holdings Limited.

** Based on 64,994,568 Class A Ordinary Shares of OpenTV Corp. outstanding (assuming conversion of 30,206,154 Class B Ordinary Shares into an equal number of Class A Ordinary Shares) as of December 31, 2000.

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CUSIP NO. G6754310

13G/A

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MIH Investments (Proprietary) Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Africa

5. SOLE VOTING POWER

NUMBER OF 30,571,614*

SHARES

6. SHARED VOTING POWER
BENEFICIALLY

0

OWNED BY

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

30,571,614*

PERSON

WITH

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,571,614*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

47.0%**

12. TYPE OF REPORTING PERSON

CO

* Represents (1) 365,460 Class A Ordinary Shares beneficially owned by OTV Holdings Limited, an indirect subsidiary of MIH Investments (Proprietary) Limited, and (2) 30,206,154 Class A Ordinary Shares issuable upon conversion of 30,206,154 Class B Ordinary Shares of OpenTV Corp. beneficially owned by OTV Holdings Limited.

** Based on 64,994,568 Class A Ordinary Shares of OpenTV Corp. outstanding (assuming conversion of 30,206,154 Class B Ordinary Shares into an equal number of Class A Ordinary Shares) as of December 31, 2000.

1. NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Naspers Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

South Africa

5. SOLE VOTING POWER

NUMBER OF 30,571,614*

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

REPORTING 30,571,614*

PERSON

8. SHARED DISPOSITIVE POWER

WITH

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,571,614*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

47.0%**

12. TYPE OF REPORTING PERSON

CO

* Represents (1) 365,460 Class A Ordinary Shares beneficially owned by OTV Holdings Limited, an indirect subsidiary of Naspers Limited, and (2) 30,206,154 Class A Ordinary Shares issuable upon conversion of 30,206,154 Class B Ordinary Shares of OpenTV Corp. beneficially owned by OTV Holdings Limited.

** Based on 64,994,568 Class A Ordinary Shares of OpenTV Corp. outstanding (assuming conversion of 30,206,154 Class B Ordinary Shares into an equal number of Class A Ordinary Shares) as of December 31, 2000.

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Item 1(a). Name of Issuer:

OpenTV Corp.

Item 1(b). Address of Issuer's Principal Executive Offices:

401 East Middlefield Road
Mountain View, CA 94043

Item 2(a). Name of Persons Filing:

OTV Holdings Limited
Mindport Holdings Limited
MIH Limited
MIH (BVI) Limited
MIH Holdings Limited
MIH Investments (Proprietary) Limited
Naspers Limited

Item 2(b). Address of Principal Business Office or, if none, Residence:

OTV Holdings Limited
c/o Benfid Verwaltungs AG
PO Box 4146 Baarerstrasse 19
CH - 6304 Zug
Switzerland

Mindport Holdings Limited

c/o Benfid Verwaltungs AG
PO Box 4146 Baarerstrasse 19
CH - 6304 Zug
Switzerland

MIH Limited
Abbot Building
Mount Street
Tortola
Road Town
British Virgin Islands

MIH (BVI) Limited
c/o Benfid Verwaltungs AG
PO Box 4146 Baarerstrasse 19
CH - 6304 Zug
Switzerland

MIH Holdings Limited
251 Oak Avenue
Randburg
2194
South Africa

MIH Investments (Proprietary) Limited
251 Oak Avenue
Randburg
2194
South Africa

Naspers Limited
40 Heerengracht
Cape Town
8001
South Africa

Item 2(c).

Citizenship:

OTV Holdings Limited - British Virgin Islands
Mindport Holdings Limited - British Virgin Islands
MIH Limited - British Virgin Islands
MIH (BVI) Limited - British Virgin Islands
MIH Holdings Limited - South Africa

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MIH Investments (Proprietary) Limited - South Africa
Naspers Limited - South Africa

- Item 2(d). Title of Class of Securities:
Class A Ordinary Shares, no par value
- Item 2(e). CUSIP Number:
G6754310
- Item 3. Not Applicable
- Item 4. Ownership.
- (a). Amount beneficially owned:
See the responses to Item 9 on the attached cover pages.
- (b). Percent of Class:
See the responses to Item 11 on the attached cover pages.
- (c). Number of shares as to which such person has:
- (i). Sole power to vote or to direct the vote: See the responses to Item 5 on the attached cover pages.
- (ii). Shared power to vote or to direct the vote: See the responses to Item 6 on the attached cover pages.
- (iii). Sole power to dispose or to direct the disposition of: See the responses to Item 7 on the attached cover pages.
- (iv). Shared power to dispose or to direct the disposition of: See the responses to Item 8 on the attached cover pages.
- Item 5. Ownership of Five Percent or Less of a Class.
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

Page 10 of 11 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.

Date: January 25, 2001

MIH LIMITED, acting on behalf of
itself, OTV Holdings Limited,
Mindport Holdings Limited, MIH
(BVI) Limited, MIH Holdings
Limited, MIH Investments
(Proprietary) Limited and Naspers
Limited as per the Joint Filing
Agreement dated February 14, 2000,
filed as an exhibit to the
Schedule 13G filed on February 14,
2000.

by /s/ Jacobus D.T. Stofberg

Name: Jacobus D.T. Stofberg
Title: Chief Executive Officer and
Director

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