

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1994-04-20**  
SEC Accession No. **0000736157-94-000007**

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

### SUBJECT COMPANY

#### **ATARI CORP**

CIK: **802019** | IRS No.: **770034553** | State of Incorporation: **NV** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-37823** | Film No.: **94523461**  
SIC: **3571** Electronic computers

Business Address  
*1196 BORREGAS AVE  
SUNNYVALE CA 94089  
4087452000*

### FILED BY

#### **TIME WARNER INC**

CIK: **736157** | IRS No.: **131388520** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A**  
SIC: **2721** Periodicals: publishing or publishing & printing

Business Address  
*TIME & LIFE BLDG  
ROCKFELLER CENTER  
75 ROCKEFELLER PLAZA  
NEW YORK NY 10019  
2124848000*

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

ATARI CORPORATION  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

046515102  
(CUSIP Number)

Peter R. Haje, Esq., General Counsel  
Time Warner Inc.  
75 Rockefeller Plaza  
New York, New York 10019  
(212) 484-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notice  
and Communications)

April 19, 1994

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with the statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent

or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for the other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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 13D

CUSIP No. 046515102 Page 2 of 8 Pages

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
TIME WARNER INC.  
IRS NO. 13-1388520
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
a / /  
b / /
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
NOT APPLICABLE
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) / /
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

NUMBER OF

7 SOLE VOTING POWER

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

15,770,000 (See Item 5)

OWNED BY

EACH  
REPORTING PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
10 SHARED DISPOSITIVE POWER  
15,770,000 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON  
15,770,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
Approximately 26.8%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP No. 046515102 Page 3 of 8 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
WARNER COMMUNICATIONS INC.  
IRS NO. 13-2696809

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
a / /  
b / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF

SHARES

7 SOLE VOTING POWER

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

15,770,000 (See Item 5)

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

10 SHARED DISPOSITIVE POWER

PERSON

15,770,000 (See Item 5)

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

15,770,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 26.8%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7

(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

Amendment No. 4 to Schedule 13D

Time Warner Inc., a Delaware corporation ("Time Warner") and Warner Communications Inc. ("WCI") (collectively, the "Reporting Persons"), hereby amend and supplement the amended and restated Statement on Schedule 13D relating to the Common Stock, \$.01 par value per share (the "Common Stock") of Atari Corporation ("Atari"), as filed with the Securities and Exchange Commission on March 29, 1994 by Time Warner and WCI. As provided in the amended and restated Schedule 13D dated March 28, 1994 filed by the Reporting Persons and a Joint Filing Agreement of the same date filed as an Exhibit (which Exhibit is incorporated herein by reference), the Reporting Persons have agreed, pursuant to Rule 13d-1(f) under the Securities Exchange Act of 1934, to file one statement with

respect to their ownership of Common Stock of the Issuer, and the amended and restated Schedule 13D of the Reporting Persons is hereinafter referred to as the "Statement".

Unless otherwise indicated, each capitalized term used but not defined herein has the meaning assigned to such term in the Statement.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Statement is hereby amended and supplemented by adding the following:

"On April 4, 1994, Time Warner and WCI entered into an Assignment and Assumption Agreement ("Assignment Agreement") pursuant to which Time Warner assigned all of its rights and obligations under the Stock Purchase Agreement and the related Letter Agreement to WCI and WCI agreed to assume all such obligations."

Item 5. Interest in Securities of the Issuer.

The fourth, fifth and sixth paragraphs of Item 5 of the Statement are hereby amended in their entirety to read as follows:

"According to Atari, on March 24, 1994, there were outstanding on such date 57,223,862 shares of Atari Common Stock. Upon the issuance of 1,500,000 and 70,000 shares of Atari Common Stock to WCI and Games, respectively on April 19, 1994, there were approximately 58,793,862 shares of Atari Common Stock outstanding. The 15,770,000 shares of Atari Common Stock beneficially owned by Time Warner constitutes approximately 26.8% of the outstanding Atari Common Stock. The 15,770,000 and 70,000 shares of Atari Common Stock held by WCI and Games constitutes, respectively, 26.7% and 0.12% of the outstanding Atari Common Stock.

Time Warner and WCI have the sole power to vote and, subject to the restrictions described in Item 6, the sole power to dispose of the 15,700,000 shares of Atari Common Stock, including the 1,500,000 shares of Atari Common Stock acquired pursuant to the Stock Purchase Agreement registered in the name of WCI and owned beneficially by Time Warner. Time Warner, WCI and Games have the sole power to vote and subject to the restrictions as set forth in Item 6 hereto, the power to dispose of the 70,000 shares of Atari Common Stock acquired by Games pursuant to the Games Stock Purchase Agreement and owned beneficially by WCI and Time Warner.

Neither Time Warner, WCI or Games is aware of any beneficial ownership of, or any transaction within 60 days before the filing of this Statement on Schedule 13D in, any shares of Atari Common Stock by Time Warner, WCI, Games or any person listed on Annex A or Annex B hereto except as set forth herein."

Item 6. Contracts, Arrangements, Understandings

or Relationships with Respect to Securities  
of the Issuer.

Item 6 of the Statement is hereby amended and  
supplemented by adding the following sentence at the end of  
the first paragraph thereof:

"As more fully described in Item 3 herein, Atari  
acknowledged the Assignment by Time Warner of the  
registration rights described above to WCI."

Item 7.           Materials to be filed as Exhibits.  
Exhibit 5.           Assignment and Assumption Agreement  
dated April 4, 1994 between Time Warner  
Inc. and Warner Communications Inc.

#### EXHIBIT INDEX

Exhibit No.	Description	Page No.
Exhibit 5.	Assignment and Assumption Agreement dated April 4, 1994 between Time Warner Inc. and Warner Communications Inc.	*

\*Incorporated by Reference

#### SIGNATURE

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

Date: April 19, 1994

TIME WARNER INC.

By /s/Peter R. Haje  
Name: Peter R. Haje  
Title: Executive Vice President

WARNER COMMUNICATIONS INC.

By /s/Peter R. Haje  
Name: Peter R. Haje  
Title: Executive Vice President

ANNEX A

The following is a list of the directors and executive officers of Time Warner Inc. ("Time Warner"), setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. To the best knowledge of Time Warner, each person is a citizen of the United States of America.

Name	Office	Principal Occupation or Employment and Address
Merv Adelson	Director	Chairman, East-West Capital Associates 11111 Santa Monica Blvd. Los Angeles, CA 90025 (private investment company)
Timothy A. Boggs	Senior Vice President	Senior Vice President Time Warner* 800 Connecticut Avenue, NW, Suite 800 Washington, DC 20006
Lawrence B. Buttenwieser	Director	Partner, Rosenman & Colin 575 Madison Avenue New York, NY 10022 (attorney)

Hugh F. Culverhouse	Director	Partner, Culverhouse, Botts & Story 1408 North West Shore Blvd. Tampa, FL 33607 (attorney)
Edward S. Finkelstein	Director	Chairman, Finkelstein Associates Inc. 712 Fifth Avenue New York, NY 10019 (consulting)
Beverly Sills Greenough	Director	Chairman-Elect, Lincoln Center for the Performing Arts 211 Central Park West New York, NY 10024 (entertainment)
David R. Haas	Senior Vice President and Controller	Senior Vice President and Controller, Time Warner*
Peter R. Haje	Executive Vice President, Secretary and General Counsel	Executive Vice President, Secretary and General Counsel, Time Warner*
Carla A. Hills	Director	Chairman and Chief Executive Officer, Hills & Company 1200 Nineteenth Street, NW Washington, DC 20036 (international trade consultants)
Geoffrey W. Holmes	Senior Vice President	Senior Vice President, Time Warner*
Tod R. Hullin	Senior Vice President	Senior Vice President Time Warner*
David T. Kearns	Director	Senior University Fellow, Harvard University 100 First Stamford Place Suite 402

Gerald M. Levin	Director, Chairman, Chief Executive Officer and President	Chairman, Chief Executive Officer and President, Time Warner*
Philip R. Lochner, Jr.	Senior Vice President	Senior Vice President, Time Warner*
Henry Luce, III	Director	Chairman and Chief Executive Officer, The Henry Luce Foundation, Inc. 720 Fifth Avenue New York, NY 10019 (private foundation)
Reuben Mark	Director	Chairman and Chief Executive Officer Colgate-Palmolive Company 300 Park Avenue New York, NY 10022
J. Richard Munro	Director	Chairman of the Executive Committee, Time Warner*
Richard D. Parsons	Director	Chairman and Chief Executive Officer, Dime Savings Bank 589 Fifth Avenue New York, NY 10017 (banking)
Donald S. Perkins	Director	Former Chairman, Jewel Companies Inc. Suite 2700 One First National Plaza Chicago, IL 60603 (retailing)
Raymond S. Troubh	Director	Financial Consultant and Director of Various Companies 10 Rockefeller Plaza New York, NY 10020 (financial consultant)

Bert W. Wasserman	Executive Vice President and Chief Financial Officer	Executive Vice President and Chief Financial Officer, Time Warner*
----------------------	---	--

Francis T. Vincent, Jr.	Director	Former Commissioner of Major League Baseball Culbro Corporation 387 Park Avenue South New York, NY 10016
----------------------------	----------	--

\* The business address of Time Warner is 75 Rockefeller Plaza,  
New York, NY 10019.

#### ANNEX B

#### Directors and Executive Officers of Warner Communications Inc.

Name	Office	Principal Occupation or Employment and Address
David R. Haas	Senior Vice President	Senior Vice President and Controller, Time Warner*
Peter R. Haje	Director and Executive Vice President	Executive Vice President, Secretary and General Counsel, Time Warner*
Geoffrey W. Holmes	Director	Senior Vice President, Time Warner*
Tod R. Hullin	Director	Senior Vice President, Time Warner*
Deane F. Johnson	Office of the President	Office of the President, Warner Communications Inc., 1271 Avenue of the Americas New York, NY 10020
Gerald M. Levin	Director, President and Chief Executive Officer	Chairman, President and Chief Executive Officer, Time Warner*
Bert W. Wasserman	Director and Executive Vice President	Executive Vice President and Chief Financial Officer, Time Warner*

\* The business address of Time Warner is 75 Rockefeller Plaza,  
New York, NY 10019.

EXHIBIT 5

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT is entered into this 4th day of April, 1994 between Time Warner Inc. ("Assignor") and Warner Communications Inc. ("Assignee").

WHEREAS, Assignor entered into a Stock Purchase Agreement with Atari Corporation ("Atari Corp.") dated as of March 24, 1994 (the "Stock Purchase Agreement"), pursuant to which Assignor agreed to purchase, subject to certain conditions, 1,500,000 shares of common stock of Atari Corp. and subject to certain conditions, has the right to acquire additional shares of Atari Corp. common stock;

WHEREAS, Assignor has the right under the Stock Purchase Agreement to assign its rights and obligations thereunder to one of its wholly-owned subsidiaries;

WHEREAS, Assignee is a wholly-owned subsidiary of Assignor;

WHEREAS, Assignor desires to assign all of its rights and obligations under the Stock Purchase Agreement to Assignee and Assignee has agreed to assume of such rights and obligations of Assignor;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto hereby agree as follows:

1. Assignment. Effective the date hereof, (the "Effective Date"), Assignor hereby assigns to Assignee without recourse and without representation or warranty, all of Assignor's rights, title and interest arising under the Stock Purchase Agreement and the related Letter Agreement dated March 24, 1994 by and between Assignor, Atari Corp. and Atari Games Corporation respecting Registration Rights (the "Letter Agreement").

2. Assumption. Effective the Effective Date, the Assignee hereby assumes from Assignor, all of Assignor's obligations arising under the Stock Purchase Agreement and the Letter Agreement. On the Effective Date, the Assignee shall be deemed the "Purchaser" for all purposes of the Stock Purchase Agreement and all references to "Time Warner" in the

Letter Agreement shall be deemed to refer to Assignee. The address of Assignee for notice purposes shall be:

Warner Communications Inc.  
75 Rockefeller Plaza  
New York, NY 10019  
Attention: General Counsel

With a copy to:

Time Warner Inc.  
75 Rockefeller Plaza  
New York, NY 10019  
Attention: General Counsel  
Facsimile: (212) 397-0657

3. THIS ASSIGNMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, WITHOUT REFERENCE TO PRINCIPLES OF CONFLICTS OF LAW.

4. No term or provision of this Agreement may be changed, waived, discharged or terminated orally, but only by an instrument in writing, signed by all parties hereto.

5. This Agreement may be executed in any number of counterparts and by different parties hereto on separate counterparts, taken together, shall constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment and Assumption Agreement as of the date first above written.

WARNER COMMUNICATIONS INC.

By /s/Thomas W. McEnerney  
Name: Thomas W. McEnerney  
Title: Vice President

TIME WARNER INC.  
By /s/Peter R. Haje  
Name: Peter R. Haje  
Title: Executive Vice President

Acknowledged:

ATARI CORPORATION

By /s/Adron Beene  
Name: Adron Beene  
Title: Vice President

April 20, 1994

Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth St., NW  
Washington, DC 20549

Re: Amendment No. 4 to Schedule 13D Re: Atari Corporation

Gentlemen:

On behalf of Time Warner Inc., a Delaware corporation ("Time Warner") and Warner Communications Inc., a Delaware corporation and wholly owned subsidiary of Time Warner, the following Amendment No. 4 to Schedule 13D (the "Statement") amending the filing pursuant to Section 13(d) of the Securities Exchange Act of 1934 (the "Act") and Regulation 13D-G thereunder. The Statement relates to shares of Common Stock, par value \$.01 per share, of Atari Corporation, a Nevada corporation ("Atari").

By copy of this letter, manually signed copies of the Statement will be sent to Atari at its principal executive office by express mail and to the American Stock Exchange.

Very truly yours,

Joan T. Pincus  
Administrative Attorney

cc: Atari Corporation  
American Stock Exchange