

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

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

Filing Date: **2001-08-03**
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SUBJECT COMPANY

CACHESTREAM CORP

CIK: **1110038** | IRS No.: **050508625** | State of Incorporation: **CO** | Fiscal Year End: **1231**
Type: **SC 13D** | Act: **34** | File No.: **005-59307** | Film No.: **1696830**
SIC: **9995** Non-operating establishments

Mailing Address
3500 PARKWAY LANE, NW
SUITE 280
NORCROSS GA 30092

Business Address
3500 PARKWAY LANE, NW
SUITE 280
NORCROSS GA 30092
770-325-6400

FILED BY

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

CACHESTREAM CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

N/A
(CUSIP Number)

Nadeau & Simmons, P.C.
56 Pine Street
Providence, RI 02903
(401) 272-5800

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

July 18, 2001
(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 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).

CUSIP No. N/A

13D

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

SCOTT M. MAGNES

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

(a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

SC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF SHARES 2,505,736 (See Item 5 for further information)

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY 0

9 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON WITH 2,505,736 (See Item 5 for further information)

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,505,736 Shares

237,074 (shares underlying options exercisable in the next 60 days.

Until Mr. Magnes exercises his options, he has no power to vote or dispose of these shares).

TOTAL: 2,742,810

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

| |

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

18.5%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1. SECURITY AND ISSUER

This Statement relates to the Common Stock of CacheStream Corporation, a Colorado corporation (the "Company" or "Issuer"), which has its principal corporate offices at 3500 Parkway Lane NW, Suite 280 Norcross, GA 30092

ITEM 2. IDENTITY AND BACKGROUND

(a) This Statement is being filed by Scott M. Magnes (the "Shareholder").

(b) The business address of the Shareholder is CacheStream Corporation, 3500 Parkway Lane NW, Suite 280 Norcross, GA 30092

(c) The present principal occupation or employment of the Shareholder is set forth below:

Scott M. Magnes
Development

Senior Vice President, Business
of Registrant

The following is a statement of the Shareholder's number of shares and percentage of ownership of CacheStream Corporation common stock:

Beneficial Ownership.

Scott M. Magnes	2,505,736	16.9%
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(d) During the last five years, the Shareholder has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, the Shareholder has not been a party to any judicial or administrative proceeding.

(f) The Shareholder is United States citizen.

ITEM 3. SOURCE AND AMOUNT OF FUNDS

The Shareholder holds the securities described herein as a result of an issuance of Registrant's common stock pursuant to the Plan and Agreement of Merger, attached as Exhibit 2.10 of the Registrant's Form 8-K filed with the Securities and Exchange Commission ("SEC") on _____ and incorporated herein by reference.

ITEM 4. PURPOSE OF TRANSACTION

The Shareholder holds the Common Stock as affiliate, officer and director of the Registrant.

(a) The Shareholder may acquire more shares of Common Stock or dispose of Common Stock as business and market conditions dictate.

(b) The Shareholder does not have any plans or proposals that relate to or would result in an extraordinary corporate transaction, such as a merger, reorganization, or liquidation, involving the Company or any of its subsidiaries.

(c) The Shareholder does not have any plans or proposals that relate to or would result in a sale or transfer of a material amount of assets of the Company or any of its subsidiaries.

(d) The Shareholder does not have any plans or proposals that relate to or would result in any change in the present board of directors or management of the Company, including any plans or proposals to change the

number or term of directors or to fill any existing open vacancies on the board.

(e) The Shareholder does not have any plans or proposals that relate to or would result in any material change in the present capitalization or dividend policy of the Company.

(f) The Shareholder does not have any plans or proposals that relate to or would result in any other material change in the Company's business or corporate structure.

(g) The Shareholder does not have any plans or proposals that relate to or would result in changes in the Company's charter or bylaws or other actions which may impede the acquisition of control of the Company by any person.

(h) The Shareholder does not have any plans or proposals that relate to or would result in causing a class of securities of the Company to be de-listed from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association.

(i) The Shareholder does not have any plans or proposals that relate to or would result in a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act.

(j) The Shareholder does not have any plans or proposals that relate to or would result in any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The Shareholder beneficially owns the number of shares of Common Stock, representing the percentage of the total issued and outstanding shares of Common Stock set forth below. The Shareholder has sole power to direct the vote of these shares and sole power to direct the disposition of such shares.

Scott M. Magnes	2,505,736	16.9%
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(a) Number of Shares and Percentage of Common Stock Owned as of the date of this filing:

Scott M. Magnes	2,505,736	16.9%
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CacheStream Corporation
3500 Parkway Lane NW, Suite 280
Norcross, GA 30092

(b) The Shareholder has the sole power to vote and to dispose of the shares described herein.

(c) Not applicable.

(d) The Shareholder knows of no person who has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the shares.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS OR UNDERTAKINGS WITH RESPECT TO
SECURITIES OF THE ISSUER

The Shareholder, owns 2,505,736 shares of Common Stock of the Company, representing 16.9% percent of the total issued and outstanding shares of Common Stock of the Company. The Shareholder, has the authority to vote or direct the vote of the Shareholder's shares of Common Stock of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Not Applicable

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.

Dated: July 31, 2001

/s/ Nadeau & Simmons, P.C.

NADEAU & SIMMONS, P.C.,
Filing Agent for

/s/ Scott M. Magnes

SCOTT M. MAGNES