

Helios & Matheson Analytics Inc.
Form SC 13G
April 13, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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

Helios and Matheson Analytics Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

42327L200
(CUSIP Number)

April 4, 2018
(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).

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CUSIP No. 42327L200

Name of reporting person

(1)

Verizon Communications Inc.

Check the appropriate box if a member of a group (see instructions)

(2) (a) ..

(b) ..

(3) SEC use only

Citizenship or place of organization

(4)

Delaware

(5) Sole voting power

Number of
shares
beneficially
owned by
each
reporting
person
with:

0

(6) Shared voting power

5,100,308

(7) Sole dispositive power

0

(8) Shared dispositive power

5,100,308

Aggregate amount beneficially owned by each reporting person

(9)

5,100,308

Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(10)

Percent of class represented by amount in Row (9)

(11)

9.3%

Type of reporting person (see instructions)

(12)

CO

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CUSIP No. 42327L200

Name of reporting person

(1)

Oath Inc.

Check the appropriate box if a member of a group (see instructions)

(2) (a) ..

(b) ..

(3) SEC use only

Citizenship or place of organization

(4)

Delaware

(5) Sole voting power

Number of
shares
beneficially
owned by
each
reporting
person
with:

0

(6) Shared voting power

5,100,308

(7) Sole dispositive power

0

(8) Shared dispositive power

5,100,308

Aggregate amount beneficially owned by each reporting person

(9)

5,100,308

Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

(10)

Percent of class represented by amount in Row (9)

(11)

9.3%

Type of reporting person (see instructions)

(12)

CO

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Item 1 (a) Name
of
Issuer:

Helios
and
Matheson
Analytics
Inc.
(the
“Issuer”)

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

350
Fifth
Avenue
Suite
7520
New
York,
New
York
10118

Item 2 (a) Name
of
Person
Filing:

Verizon
Communications
Inc.
 (“Verizon”)
Oath
Inc.
 (“Oath”)
Verizon
and
Oath

collectively
may
be
referred
to
herein
as
the
“Reporting
Persons.”

Address
or
Principal
Business

Item 2 (b) Office
or,
if
None,
Residence:

Verizon
1095
Avenue
of
the
Americas
New
York,
New
York
10036

Oath
770
Broadway
New
York,
New
York
10003

Item 2 (c) Citizenship:

Each
of
Verizon
and
Oath
is
incorporated

under
the
laws
of
the
State
of
Delaware.

Item 2 (d) Title
of
Class
of
Securities:

Common
Stock,
par
value
\$0.01
per
share
("Common
Stock")

Item 2 (e) CUSIP
No.:

42327L200

Item 3. If
this
statement
is
filed
pursuant
to
§§
240.13d-1(b)
or
240.13d-2(b)
or
(c),
check
whether
the
person
filing
is
a:

Not
applicable.
Item 4. Ownership

(a) Amount
beneficially
owned:

On April 4, 2018,
Oath became the
direct beneficial
owner of
5,100,308 shares
of Common
Stock, including
2,550,154 shares
of Common
Stock underlying
currently
exercisable
warrants.

Oath is a direct
wholly owned
subsidiary of
Verizon, and by
virtue of this
relationship,
Verizon may be
deemed to have
shared power to
vote and dispose
of, or to direct
the vote and
disposition of,
the 5,100,308
shares of
Common Stock
beneficially
owned by Oath.

The 5,100,308
shares of
Common Stock
are subject to a
lock-up
agreement until
April 4, 2019,
subject to certain
limited
exceptions.

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(b) Percent
of class:

The
responses of
the
Reporting
Persons to
Row (11) of
the cover
pages of this
Schedule
13G are
incorporated
herein by
reference.
Calculations
of the
percentage
of shares of
Common
Stock
beneficially
owned are
based on
54,713,452
shares of
Common
Stock
outstanding,
consisting of
(i) 2,550,154
shares of
Common
Stock newly
issued to
Oath on
April 4, 2018
(the
“Issuance”),
plus (ii)
49,613,144
shares of
Common
Stock the
Issuer

notified Oath
in writing
were
outstanding
immediately
prior to the
Issuance,
plus (iii)
2,550,154
shares of
Common
Stock that
Oath
currently has
the right to
acquire
pursuant to
warrants and
are deemed
to be
outstanding
in
accordance
with Rule
13d-3 under
the Act.

Pursuant to
the terms of
the warrants
held by
Oath, Oath
cannot
exercise such
warrants if
the
Reporting
Persons
would
beneficially
own, after
giving effect
to such
exercise,
more than
9.99% of the
outstanding
shares of
Common
Stock.

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote, (ii) shared power to vote or to direct the vote, (iii) sole power to dispose or to direct the disposition, and (iv) shared power to dispose or to direct the disposition, in each case are incorporated by reference from the responses of the Reporting Persons to Rows (5) through (8) of the cover pages of this Schedule 13G and Item 4(a) hereof.

Item 5. Ownership of 5 Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not applicable.

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Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the
7. Parent Holding Company or Control Person.

Not applicable.

Item Identification and Classification of Members of the Group.
8.

Not applicable.

Item Notice of Dissolution of Group.
9.

Not applicable.

Item Certifications.
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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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: April 13, 2018

Verizon Communications Inc.

/s/ Anthony T. Skiadas
(Signature)

Anthony T. Skiadas
Senior Vice President and Controller
(Name/Title)

Oath Inc.

/s/ Mark Roszkowski
(Signature)

Mark Roszkowski
Vice President
(Name/Title)