

Edgar Filing: TALK AMERICA - Form SC 13G/A

TALK AMERICA
Form SC 13G/A
September 27, 2001

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

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c),
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)
(Amendment No. 2)*

Talk America Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

874264 104

(CUSIP Number)

September 19, 2001

(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
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 13G

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1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 AOL Time Warner Inc.
 13-4099534

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

 a[]
 b[]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	18,000,000 (1)
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	18,000,000 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON 18,000,000 (1)

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 19.5%(1)

12 TYPE OF REPORTING PERSON* HC
=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Calculated pursuant to Rule 13d-3(d). Includes 10.8 million shares of Talk America Holdings, Inc. ("Talk America") common stock subject to issuance upon conversion of \$54 million aggregate principal of 8% 10-year senior secured convertible promissory notes ("Convertible Debt") held by America Online, Inc. Effective October 1, 2001, in connection with the termination of a marketing arrangement, the principal amount of the Convertible Debt will be reduced by \$20 million and the number of shares subject to the Convertible Debt will be reduced to 6.8 million shares.

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Item 1(a) Name of Issuer
Talk America Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:
12020 Sunrise Valley Drive, Suite 250, Reston, VA 20191

Item 2(a) Name of Person Filing:
AOL Time Warner Inc.

Item 2(b) Address of Principal Business Office or, if None, Residence:
75 Rockefeller Plaza, New York, NY 10019

Item 2(c) Citizenship:
Delaware

Item 2(d) Title of Class of Securities:
Common Stock, par value \$.01 per share

Item 2(e) CUSIP Number:
874264 10 4

Item 3. If This Statement is filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

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- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

- (a) Amount beneficially owned:

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18,000,000 (1)

(b) Percent of Class:

19.5(1)%

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

(i)	Sole power to vote or to direct the vote	0

(ii)	Shared power to vote or to direct the vote	18,000,000 (1)

(iii)	Sole power to dispose or to direct the disposition of	0 ,

(iv)	Shared power to dispose or to direct the disposition of	18,000,000 (1),

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.

America Online, Inc. - CO

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

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

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 or as a participant in any transaction having that purpose or effect.

1 Calculated pursuant to Rule 13d-3(d). Includes 10.8 million shares of Talk America Holdings, Inc. ("Talk America") common stock subject to issuance upon conversion of \$54 million aggregate principal of 8% 10-year senior secured convertible promissory notes ("Convertible Debt") held by America Online, Inc. Effective October 1, 2001, in connection with the termination of a marketing arrangement, the principal amount of the Convertible Debt will be reduced by \$20 million and the number of shares subject to the Convertible Debt will be reduced to 6.8 million shares.

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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.

Date: September 25, 2001

AOL Time Warner Inc.

/s/ J. Michael Kelly

Name: J. Michael Kelly

Title: Executive Vice President
and Chief Financial Officer