

Edgar Filing: I3 MOBILE INC - Form SC 13G/A

I3 MOBILE INC
Form SC 13G/A
February 14, 2002

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 (D) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(B)

(AMENDMENT NO. 1) *

i3 Mobile, Inc.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

465713-10-5

(CUSIP Number)

December 31, 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 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 ("Exchange 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. 465713-10-5 13G

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

GE Capital Equity Investments, Inc.
06-1268495

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

139,207

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

139,207

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

139,207

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.6%

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12 TYPE OF REPORTING PERSON

CO

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CUSIP No. 465713-10-5

13G

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

General Electric Capital Corporation
13-1500700

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

139,207 (includes all shares beneficially owned
by GE Capital Equity Investments, Inc.)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

139,207 (includes all shares beneficially owned
by GE Capital Equity Investments, Inc.)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

139,207 (includes all shares beneficially owned by GE Capital Equity Investments, Inc.)

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

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON
CO

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CUSIP No. 465713-10-5 13G

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
General Electric Company
14-0689340

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5 SOLE VOTING POWER
Disclaimed (see 9 below)
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
Disclaimed (see 9 below)

7 SOLE DISPOSITIVE POWER
Disclaimed (see 9 below)

8 SHARED DISPOSITIVE POWER
Disclaimed (see 9 below)

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares is disclaimed by General Electric Company

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON

CO; HC

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CUSIP No. 465713-10-5

13G

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

CNBC.com LLC
13-40888958

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

10,000

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

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10,000

| | | |
|----|--|--------|
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 10,000 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 0.0% |
| 12 | TYPE OF REPORTING PERSON | OO |

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| | |
|-----------------------|-----|
| CUSIP No. 465713-10-5 | 13G |
|-----------------------|-----|

| | | |
|---|--|---|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | NBC Interactive Media, Inc. 13-4093323 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |

| | | |
|---|--|---|
| 5 | SOLE VOTING POWER | 0 |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | |

| | | |
|---|---------------------|---------|
| 6 | SHARED VOTING POWER | 631,249 |
|---|---------------------|---------|

| | | |
|---|------------------------|--|
| 7 | SOLE DISPOSITIVE POWER | |
|---|------------------------|--|

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0

8 SHARED DISPOSITIVE POWER

631,249

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

631,249

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.8%

12 TYPE OF REPORTING PERSON

CO

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CUSIP No. 465713-10-5

13G

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

National Broadcasting Company, Inc.
14-1682529

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

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641,249 (includes all shares beneficially owned by
CNBC.com LLC and NBC Interactive Media Group LLC)

| | | |
|----|--|---|
| 7 | SOLE DISPOSITIVE POWER | 0 |
| 8 | SHARED DISPOSITIVE POWER | 641,249 (includes all shares beneficially owned by CNBC.com LLC and NBC Interactive Media Group LLC) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 641,249 (includes all shares beneficially owned by CNBC.com LLC and NBC Interactive Media Group LLC) |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | 2.8% |
| 12 | TYPE OF REPORTING PERSON | CO |

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| | |
|-----------------------|-----|
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|-----------------------|-----|

| | | |
|---|--|---|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | National Broadcasting Company Holding, Inc. 13-3448662 |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | Delaware |

| | | |
|---|-------------------|--------------------------|
| 5 | SOLE VOTING POWER | Disclaimed (see 9 below) |
|---|-------------------|--------------------------|

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

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PERSON
WITH

| | |
|----|--|
| 6 | SHARED VOTING POWER |
| | Disclaimed (see 9 below) |
| 7 | SOLE DISPOSITIVE POWER |
| | Disclaimed (see 9 below) |
| 8 | SHARED DISPOSITIVE POWER |
| | Disclaimed (see 9 below) |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | Beneficial ownership of all shares is disclaimed by National Broadcasting Co |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 |
| | Not applicable (see 9 above) |
| 12 | TYPE OF REPORTING PERSON |
| | CO |

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ITEM 1(A). NAME OF ISSUER:

i3 Mobile, Inc., a Delaware corporation (the "Issuer")

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

181 Harbor Drive, Stamford, Connecticut 06902

ITEM 2(A). NAME OF PERSON FILING:

This statement is being filed by each of:

GE Capital Equity Investments, Inc. ("GECEI")
General Electric Capital Corporation ("GE Capital")
General Electric Capital Services, Inc. ("GECS")

CNBC.com LLC ("CNBCCOM")
NBC Interactive Media, Inc. ("NBCIM")
National Broadcasting Company, Inc. ("NBC")
National Broadcasting Company Holding, Inc. ("NBCH")

General Electric Company ("GE")

GECEI is a wholly-owned subsidiary of GE Capital; GE Capital is a subsidiary of GECS; and GECS is a wholly-owned subsidiary of GE. CNBCCOM is a majority-owned subsidiary of NBC; NBCIM is a wholly-owned subsidiary of NBC; NBC

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is a wholly-owned subsidiary of NBCH; and NBCH is a wholly-owned subsidiary of GE.

GECEI, GE Capital, GECS, CNBCCOM, NBCIM, NBC, NBCH and GE are referred to herein collectively as the "Reporting Persons".

An agreement among the Reporting Persons that this statement be filed on behalf of each of them is attached hereto as Exhibit 1.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The principal business office of GECEI is located at 120 Long Ridge Road, Stamford, Connecticut 06927. The principal business offices of GE Capital and GECS are located at 260 Long Ridge Road, Stamford, Connecticut 06927. The principal business office of CNBCCOM is located at 2200 Fletcher Avenue, Fort Lee, New Jersey 07024. The principal business offices of NBCIM, NBC and NBCH are located at 30 Rockefeller Plaza, New York, New York 10112. The principal business office of GE is located at 3135 Easton Turnpike, Fairfield, Connecticut 06431.

ITEM 2(C). CITIZENSHIP:

Each of GECEI, GE Capital, GECS, NBCIM, NBC and NBCH is a Delaware corporation. GE is a New York corporation. CNBCCOM is a Delaware limited liability company.

ITEM 2(D). TITLE AND CLASS OF SECURITIES:

Common stock, \$.01 par value per share, of the Issuer (the "Common Stock")

ITEM 2(E). CUSIP NUMBER:

465713-10-5

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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:

- (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)

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- (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)

If this statement is filed pursuant to Rule 13d-1(c), check this box.

ITEM 4. OWNERSHIP.

(a) The responses of the Reporting Persons to Row (9) of the cover pages of this statement on Schedule 13G are incorporated herein by reference. The shares of Common Stock beneficially owned by CNBCCOM are represented by a warrant that is currently exercisable.

(b) The responses of the Reporting Persons to Row (11) of the cover pages of this statement on Schedule 13G are incorporated herein by reference. As of December 31, 2001, GECEI, GE Capital, CNBCCOM, NBCIM and NBC beneficially owned in the aggregate 780,456 shares of Common Stock, representing approximately 3.4% of the Common Stock (based on the number of shares outstanding as of November 6, 2001 (22,691,840 shares), as reported in the Issuer's Form 10-Q for the quarterly period ended September 30, 2001), determined in accordance with Rule 13d-3(d)(1).

(c) The responses of the Reporting Persons to Rows (5) through (8) of the cover pages of this statement on Schedule 13G are incorporated herein by reference.

GECEI and GE Capital disclaim beneficial ownership of the shares of Common Stock beneficially owned by CNBCCOM, NBCIM and NBC. CNBCCOM, NBCIM and NBC disclaim beneficial ownership of the shares of Common Stock beneficially owned by GECEI and GE Capital.

Neither the filing of this Schedule 13G or any amendment thereto, not anything contained herein is intended as, or should be construed as, an admission that GECS, NBCH or GE is the beneficial owner of any shares of Common Stock.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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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 OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

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Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

(a) Not applicable.

(b) Not applicable.

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SIGNATURES

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: February 11, 2002

GE CAPITAL EQUITY INVESTMENTS, INC.

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Managing Director and General Counsel

GENERAL ELECTRIC CAPITAL CORPORATION

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Dept. Operations Manager

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-fact*

GENERAL ELECTRIC COMPANY

By: Jonathan K. Sprole

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Name: Jonathan K. Sprole
Title: Attorney-in-fact*

- * Power of Attorney appointing Jonathan K. Sprole as agent and attorney-in-fact for General Electric Capital Services, Inc. and General Electric Company, dated February 22, 2000 (incorporated by reference to initial Schedule 13D, dated February 12, 2001).

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CNBC.com LLC

By: Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

NBC INTERACTIVE MEDIA, INC.

By: Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Secretary

NATIONAL BROADCASTING COMPANY, INC.

By: Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: Elizabeth A. Newell

Name: Elizabeth A. Newell
Title: Assistant Secretary

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EXHIBIT INDEX

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| Exhibit No. ----- | Description ----- |
|----------------------|--|
| 1 | Joint Filing Agreement, dated February 12, 2001, among GECEI, GE Capital, GECS, GE, CNBCCOM, NBCIM, NBC and NBCH (incorporated by reference to initial Schedule 13D, dated February 12, 2001). |