

Edgar Filing: LIQUID AUDIO INC - Form SC 13D/A

1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

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) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

1,102,301

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,102,301

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY ROW 11

4.75%

14. TYPE OF REPORTING PERSON

IA

This statement constitutes Amendment No.3 to the Schedule 13D filed on June 20, 2003. Except as specifically set forth herein, the Schedule 13D remains unmodified.

Item 5 is amended as follows:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

a. As per the quarterly report for the quarter ended March 31, 2003 there were 23,175,036 shares of LQID outstanding. The percentage set forth in this item (5a) was derived using such number.

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Mr. Goldstein is deemed to be the beneficial owner of 3,686,809 shares of LQID or 15.9% of the outstanding shares.

b. Power to dispose of securities resides solely with Mr. Goldstein for 3,686,809 shares. Power to vote securities resides solely with Mr. Goldstein for 1,614,450 shares and jointly for 135,865 shares.

c. During the last sixty days the following shares of common stock were purchased or sold (excludes trades included in previous filings):

(Dates are settlement dates)

Shares Purchased:

| | |
|-----------|---------------------------------------|
| 7/31/2003 | 5,000 @ .36 |
| 8/1/2003 | 160,000 @ .36 |
| 8/4/2003 | 50,000 @ .3542 and 1,482,000 @ .35536 |
| 8/5/2003 | 110,000 @ .355 |
| 8/6/2003 | 865 @ .36 |

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: 8/7/03

By: /s/ Phillip Goldstein
Name: Phillip Goldstein

By: /s/ Andrew Dakos
Name: Andrew Dakos