

GSI COMMERCE INC
Form SC 13D/A
February 24, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

GSI Commerce, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

37937A107

(CUSIP Number)

| | |
|--|---|
| | Neal S. Grabell, Esq. |
| Charles Y. Tanabe, Esq. | Executive Vice President and General Counsel |
| Senior Vice President and General Counsel | QVC, Inc. |
| Liberty Media Corporation | Studio Park |
| 12300 Liberty Boulevard | 1200 Wilson Drive |
| Englewood, CO 80112 | West Chester, PA 19380 |
| (720) 875-5400 | (484) 701-1000 |

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

February 17, 2006

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 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).

Note: This statement constitutes Amendment No. 2 of the Report on Schedule 13D of Liberty Media Corporation and also constitutes Amendment No. 8 of the Report on Schedule 13D of the reporting group consisting of QK Holdings, Inc. and QVC, Inc.

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CUSIP No. 37937A107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Liberty Media Corporation
84-1288730
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
AF/WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|--|
| | 7. | Sole Voting Power | |
| Number of Shares Beneficially Owned by Each Reporting Person With | | -0- | |
| | 8. | Shared Voting Power | |
| | | 25,550,914 (1) (2) | |
| | 9. | Sole Dispositive Power | |
| | | 8,518,968 (1) | |
| | 10. | Shared Dispositive Power | |
| | | -0- | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
25,550,914 (1) (2)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
55.6% (3)
 14. Type of Reporting Person (See Instructions)
CO, HC

(1) Includes warrants to purchase 300,000 shares of the Issuer's Common Stock, which warrants are exercisable at \$5.00 per share at any time on or before July 19, 2006, and are owned by one of the Reporting Persons.

(2) Includes an aggregate of 17,031,946 shares of the Issuer's Common Stock (which includes 1,237,500 shares of Common Stock issuable upon the exercise of outstanding options) beneficially owned by parties unrelated to the Reporting Persons who have entered into voting agreements with one of the Reporting Persons with respect to all shares of the Issuer's Common Stock owned by the parties thereto. The foregoing number of shares of Common Stock is based upon information set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on June 9, 2005. See Item 4 of the Statement on Schedule 13D filed by the Former Reporting Group on September 22, 2000 and Item 5 of Amendment No. 7 thereto filed by the Liberty Reporting Persons on February 11, 2005 for further discussion of the voting agreements.

(3) Based upon a total of 45,981,359 shares of Common Stock deemed outstanding pursuant to Rule 13d-3, comprised of: (i) 44,443,859 shares of the Issuer's Common Stock outstanding as of November 4, 2005, as reported by the Issuer in its Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2005; (ii) assumed exercise of warrants to acquire 300,000 shares of the Issuer's Common Stock referred to in Note (1) above; and (iii) assumed exercise of options to acquire 1,237,500 shares of the Issuer's Common Stock referred to in Note (2) above.

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4CUSIP No. 37937A107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
QVC, Inc.
23-2414041
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|---|
| (a) | y |
| (b) | o |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
AF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|---|
| 7. | Sole Voting Power -0- |
| 8. | Shared Voting Power 25,550,914 (1) (2) |
| 9. | Sole Dispositive Power 8,518,968 (1) |
| 10. | Shared Dispositive Power -0- |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
25,550,914 (1) (2)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
55.6% (3)
 14. Type of Reporting Person (See Instructions)
CO, HC

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

(1) Includes warrants to purchase 300,000 shares of the Issuer's Common Stock, which warrants are exercisable at \$5.00 per share at any time on or before July 19, 2006, and are owned by one of the Reporting Persons.

(2) Includes an aggregate of 17,031,946 shares of the Issuer's Common Stock (which includes 1,237,500 shares of Common Stock issuable upon the exercise of outstanding options) beneficially owned by parties unrelated to the Reporting Persons who have entered into voting agreements with one of the Reporting Persons with respect to all shares of the Issuer's Common Stock owned by the parties thereto. The foregoing number of shares of Common Stock is based upon information set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on June 9, 2005. See Item 4 of the Statement on Schedule 13D filed by the Former Reporting Group on September 22, 2000 and Item 5 of Amendment No. 7 thereto filed by the Liberty Reporting Persons on February 11, 2005 for further discussion of the voting agreements.

(3) Based upon a total of 45,981,359 shares of Common Stock deemed outstanding pursuant to Rule 13d-3, comprised of: (i) 44,443,859 shares of the Issuer's Common Stock outstanding as of November 4, 2005, as reported by the Issuer in its Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2005; (ii) assumed exercise of warrants to acquire 300,000 shares of the Issuer's Common Stock referred to in Note (1) above; and (iii) assumed exercise of options to acquire 1,237,500 shares of the Issuer's Common Stock referred to in Note (2) above.

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6CUSIP No. 37937A107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
QK Holdings, Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

| | |
|-----|---|
| (a) | ý |
| (b) | o |
 3. SEC Use Only
 4. Source of Funds (See Instructions)
AF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
 6. Citizenship or Place of Organization
Delaware
- | | | |
|---|-----|---|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power -0- |
| | 8. | Shared Voting Power 25,550,914 (1) (2) |
| | 9. | Sole Dispositive Power 8,518,968 (1) |
| | 10. | Shared Dispositive Power -0- |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
25,550,914 (1) (2)
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11)
55.6% (3)
 14. Type of Reporting Person (See Instructions)
CO

(1) Includes warrants to purchase 300,000 shares of the Issuer's Common Stock, which warrants are exercisable at \$5.00 per share at any time on or before July 19, 2006, and are owned by one of the Reporting Persons.

(2) Includes an aggregate of 17,031,946 shares of the Issuer's Common Stock (which includes 1,237,500 shares of Common Stock issuable upon the exercise of outstanding options) beneficially owned by parties unrelated to the Reporting Persons who have entered into voting agreements with one of the Reporting Persons with respect to all shares of the Issuer's Common Stock owned by the parties thereto. The foregoing number of shares of Common Stock is based upon information set forth in the Issuer's Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on June 9, 2005. See Item 4 of the Statement on Schedule 13D filed by the Former Reporting Group on September 22, 2000 and Item 5 of Amendment No. 7 thereto filed by the Liberty Reporting Persons on February 11, 2005 for further discussion of the voting agreements.

(3) Based upon a total of 45,981,359 shares of Common Stock deemed outstanding pursuant to Rule 13d-3, comprised of: (i) 44,443,859 shares of the Issuer's Common Stock outstanding as of November 4, 2005, as reported by the Issuer in its Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2005; (ii) assumed exercise of warrants to acquire 300,000 shares of the Issuer's Common Stock referred to in Note (1) above; and (iii) assumed exercise of options to acquire 1,237,500 shares of the Issuer's Common Stock referred to in Note (2) above.

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 8)

Statement of

LIBERTY MEDIA CORPORATION

QVC, INC.

and

QK HOLDINGS, INC.

Pursuant to Section 13(d) of the Securities Exchange Act of 1934

in respect of

GSI COMMERCE, INC.

This Report on Schedule 13D relates to the common stock, par value \$.01 per share (the Common Stock) of GSI Commerce, Inc., a Delaware corporation (the Issuer or the Company).

This Amendment No. 8 to Schedule 13D (this Amendment) amends and supplements the Statement on Schedule 13D filed by Interactive Technology Holdings, LLC (ITH), QK Holdings, Inc. (QK), QVC, Inc. (QVC), Comcast Corporation, Comcast Holdings Corporation, Comcast Programming Holdings, Inc. and Comcast QVC, Inc. (collectively, the Former Reporting Group) on September 22, 2000, as amended and supplemented by Amendment No. 1 thereto filed on October 6, 2000, Amendment No. 2 thereto filed on August 29, 2001, Amendment No. 3 thereto filed on May 19, 2003, Amendment No. 4 thereto filed on July 29, 2003, Amendment No. 5 thereto filed on September 19, 2003, Amendment No. 6 thereto filed on October 2, 2003 by Liberty Media Corporation (Liberty), QVC, QK (each a Reporting Person, and collectively, the Liberty Reporting Persons), and ITH, which Amendment No. 6 constituted the original filing of a report on Schedule 13D by Liberty, and Amendment No. 7 thereto filed on February 11, 2005 by the Liberty Reporting Persons, which Amendment No. 7 constituted the first amendment to the original filing of a report on Schedule 13D by Liberty (the original Schedule 13D filing together with all amendments thereto collectively, the Original Filing). This Amendment also constitutes Amendment No. 2 to the original filing of a report on Schedule 13D filed by Liberty on October 2, 2003.

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The purpose of this Amendment is to report the entry by Liberty into the total return swap with respect to the Common Stock described in Item 6 below. This Amendment is not intended to amend or otherwise affect the Original Filing to the extent the same was filed by and relates to the Former Reporting Group.

Information contained herein with respect to each Reporting Person and its executive officers, directors and controlling persons is given solely by such Reporting Person, and no other Reporting Person has responsibility for the accuracy or completeness of information supplied by such other Reporting Person. Capitalized terms used and not defined in this Amendment have the meanings set forth in the Original Filing. References to herein and hereof are references to the Original Filing, as amended by this Amendment.

Item 2. Identity and Background.

Item 2 of the Original Filing is amended and supplemented to add the following information:

Information concerning the executive officers and directors of the Liberty Reporting Persons is set forth in Exhibit 99.1 to this Amendment. Each of such executive officers and directors is a citizen of the United States, unless otherwise noted in Exhibit 99.1. No Reporting Person, nor, to the best knowledge of such Reporting Person, any of its executive officers and directors named in Exhibit 99.1 to this Amendment, has, during the last five years, been convicted of a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Filing is amended by replacing the second and third paragraphs of clause (a) thereto with the following: Accordingly, Liberty, QVC and QK may each be deemed to have beneficial ownership of 25,550,914 shares of Common Stock, which includes (i) 8,218,968 shares of Common Stock received by QK in the Distribution, (ii) warrants to acquire 300,000 shares of Common Stock received by QK in the Distribution, (iii) 8,378,096 shares of Common Stock (which includes outstanding options to acquire 1,237,500 shares of Common Stock) beneficially owned by Mr. Rubin (based upon information contained in the Issuer's Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission (the Commission) on June 9, 2005) (the Proxy Statement), and (iv) 8,653,850 shares of Common Stock beneficially owned by SOFTBANK (based upon information contained in the Proxy Statement).

The foregoing 25,550,914 shares of Common Stock constitutes approximately 55.6% of the Common Stock outstanding, based upon (i) a total of 44,443,859 shares of Common Stock outstanding as of November 4, 2005, as reported in the Issuer's Form 10-Q for the fiscal quarter ended October 1, 2005, filed with the Commission on November 15, 2005, (ii) assumed exercise of warrants to acquire 300,000 shares of Common Stock received by QK in the Distribution, and (iii) assumed exercise of options to acquire 1,237,500 shares of Common Stock held by Mr. Rubin (based upon information contained in the Proxy Statement).

Item 5 of the Original Filing is further amended by replacing clause (c) thereof with the following:

Except as described below, none of the Liberty Reporting Persons nor, to the best knowledge of the Liberty Reporting Persons, any of the executive officers or directors named on Exhibit 99.1 to this Amendment, has effected any transactions in the Issuer's securities in the last 60 days other than those transactions described in this Amendment. During the past sixty days, Liberty effected the following transactions in shares of Common Stock through or with a securities dealer:

| Date of Transaction | Nature of Transaction | Number of shares of Common Stock: | Average per share price at which shares of Common Stock were bought or sold |
|---------------------|-----------------------|-----------------------------------|---|
| 02/16/06 | Open Market Purchase | 430,000 | \$ 14.0457 |
| 02/17/06 | Private Sale | 430,000 | \$ 14.0000 |

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 of the Original Filing is amended and supplemented to add the following information:

On February 17, 2006, Liberty and Bear, Stearns & Co., Inc. (Bank) entered into a total return swap (Swap) with respect to 430,000 shares of Common Stock. Under the Swap, the Bank has agreed to pay Liberty any appreciation in the shares above \$14.00 per share as well as all distributions made in respect of the shares covered by the Swap and Liberty has agreed to pay the Bank a periodic LIBOR-based fee plus any depreciation in the shares below \$14.00 per share. Liberty has entered into a pledge agreement with the Bank pursuant to which Liberty has pledged \$4,515,000.00 to the Bank as collateral to secure its obligations under the Swap agreement. The Swap will terminate automatically on March 2, 2007 or earlier after six months from February 17, 2006 if certain conditions outside the control of Liberty are satisfied. Upon an early termination of the Swap, the Bank will deliver 430,000 shares of Common Stock to Liberty and Liberty will pay a price of \$14.00 per share.

Item 7. Material Filed as Exhibits.

99.1 Executive Officers and Directors of Liberty Media Corporation, QVC, Inc. and QK Holdings, Inc.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: February 21, 2006

QK HOLDINGS, INC.

By: /s/ Gerald J. Timlin
Name: Gerald J. Timlin
Title: Vice President & Treasurer

QVC, INC.

By: /s/ Neal S. Grabell
Name: Neal S. Grabell
Title: Executive Vice President, General Counsel
and Secretary

LIBERTY MEDIA CORPORATION

By: /s/ Charles Y. Tanabe
Name: Charles Y. Tanabe
Title: Senior Vice President

Exhibit Index

99.1. Executive Officers and Directors of Liberty Media Corporation, QVC, Inc. and QK Holdings, Inc.