

LIBERATE TECHNOLOGIES

Form SC 13G/A

January 27, 2003

Schedule 13G

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____1_____)*

Liberate Technologies
(Name of Issuer)

Common Stock, par value \$.01
(Title of Class of Securities)

530129105
(CUSIP Number)

January 17, 2003
(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).

CUSIP No.
530129105

1. Names of Reporting Persons.

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CCM Master Fund, Ltd.*

I.R.S. Identification Nos. of above persons (entities only).
98-0363044

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b) X

3. SEC Use Only

4. Citizenship or Place of Organization
Cayman Islands

5. Sole Voting Power
0

Number of
Shares

Beneficially Owned by Each Reporting Person With 6. Shared Voting Power
12,144,521 common shares

7. Sole Dispositive Power
0

8. Shared Dispositive Power
12,144,521 common shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person
12,144,521 common shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) []
Not Applicable

11. Percent of Class Represented by Amount in Row (9)
11.7%

12. Type of Reporting Person (See Instructions)
IV

CUSIP No.
530129105

1. Names of Reporting Persons.
Coghill Capital Management, L.L.C.+*

I.R.S. Identification Nos. of above persons (entities only).
36-4191886

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b) X

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

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5.Sole Voting Power
0

Number of
Shares

Beneficially Owned by Each Reporting Person With

6.Shared Voting Power
12,144,521

7.Sole Dispositive Power
0

8.Shared Dispositive Power
12,144,521

9.Aggregate Amount Beneficially Owned by Each Reporting Person
12,144,521 common shares

10.Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) []
Not Applicable

11.Percent of Class Represented by Amount in Row (9)
11.7%

12.Type of Reporting Person (See Instructions)
00

CUSIP No.
530129105

1.Names of Reporting Persons.
Coghill Clint D.+*

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b) X

3.SEC Use Only

4.Citizenship or Place of Organization
United States of America

5.Sole Voting Power
0

Number of
Shares

Beneficially Owned by Each Reporting Person With

6.Shared Voting Power
12,144,521

7.Sole Dispositive Power
0

8.Shared Dispositive Power
12,144,521

9.Aggregate Amount Beneficially Owned by Each Reporting Person
12,144,521 common shares

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) []
Not Applicable

11. Percent of Class Represented by Amount in Row (9)
11.7%

12. Type of Reporting Person (See Instructions)
IN

CUSIP No.
530129105

1. Names of Reporting Persons.
Coghill Grant R.*

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)

(b) X

3. SEC Use Only

4. Citizenship or Place of Organization
United States of America

5. Sole Voting Power
13,600

Number of
Shares

Beneficially Owned by Each Reporting Person With

6. Shared Voting Power
0

Each Reporting Person With

7. Sole Dispositive Power
13,600

8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
13,600 common shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions) []
Not Applicable

11. Percent of Class Represented by Amount in Row (9)
N/A

12. Type of Reporting Person (See Instructions)
IN

CUSIP No.
530129105

1. Names of Reporting Persons.

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Coghill Grace A.*

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) X

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

6,500

Number of

Shares

Beneficially Owned by Each Reporting Person With

6. Shared Voting Power

0

7. Sole Dispositive Power

6,500

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,500 common shares

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

(See Instructions) []

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

N/A

12. Type of Reporting Person (See Instructions)

IN

This Schedule 13G is being filed to report information about common stock par value \$.01 of Liberate Technologies that may be deemed to be beneficially owned by CCM Master Fund, Ltd.; Coghill Capital Management, L.L.C., Clint D. Coghill, Grant R. Coghill and Grace A. Coghill. Mr. Coghill is the managing member of Coghill Capital Management, L.L.C.; an entity which serves as the investment manager of CCM Master Fund, Ltd. Mr. Clint D. Coghill also acts as custodian for family members Grant R. Coghill and Grace A. Coghill. Both Grant R. Coghill and Grace A. Coghill are individuals that have no affiliation with Coghill Capital Management or any investments managed by Coghill Capital Management outside of familial relation to Mr. Clint D. Coghill.

Item 1.

(a) Name of Issuer:

Liberate Technologies, Inc. (LBRT)

(b) Address of Issuer's Principal Executive Offices:

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2 Circle Star Way
San Carlos, CA 94070

Item 2.

(a) Name of Person Filing:

CCM Master Fund, Ltd.*
Coghill Capital Management, L.L.C.+*
Coghill Clint D.+*
Coghill Grant R.*
Coghill Grace A.*

(b) Address of Principal Business Office or, if none, Residence:

One North Wacker Drive - Suite 4725
Chicago, IL 60606

(c) Citizenship:

CCM Master Fund, Ltd. - Cayman Islands
Coghill Capital Management, L.L.C. - Delaware
Coghill Clint D. - United States of America
Coghill Grant R. - United States of America
Coghill Grace A. - United States of America

(d) Title of Class of Securities:

Common shares \$.01 par value (cusip: 530129105)

(e) CUSIP Number:

530129105

Item 3. If this statement is filed pursuant to S240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Broker Dealer	<input type="checkbox"/>	
Bank		<input type="checkbox"/>
Insurance Company		<input type="checkbox"/>
Investment Company	<input type="checkbox"/>	
Investment Adviser	<input type="checkbox"/>	
Employee Benefit Plan, Pension Fund, or Endowment Fund	<input type="checkbox"/>	
Parent Holding Company/Control Person	<input type="checkbox"/>	
Savings Association	<input type="checkbox"/>	
Church Plan		<input type="checkbox"/>
Corporation		<input type="checkbox"/>
Partnership		<input type="checkbox"/>
Individual		<input type="checkbox"/>
Other		<input type="checkbox"/>

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:

CCM Master Fund, Ltd.:	12,144,521 common shares
Coghill Capital Management, L.L.C.:	12,144,521 common shares
Coghill Clint D.:	12,144,521 common shares
Coghill Grant R.:	13,600 common shares
Coghill Grace A.:	6,500 common shares

(b) Percent of class:

CCM Master Fund, Ltd.:	11.7% of class
Coghill Capital Management, L.L.C.:	11.7% of class
Coghill Clint D.:	11.7% of class
Coghill Grant R.:	n/a
Coghill Grace A.:	n/a

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(c)Number of shares as to which the person has:
CCM Master Fund, Ltd. (i)Sole power to vote or to direct the vote:
0
CCM Master Fund, Ltd. (ii)Shared power to vote or to direct the vote:
12,144,521
CCM Master Fund, Ltd. (iii)Sole power to dispose or to direct the
disposition of:
0
CCM Master Fund, Ltd. (iv)Shared power to dispose or to direct the
disposition of:
12,144,521

(c)Number of shares as to which the person has:
Coghill Capital Management, L.L.C. (i)Sole power to vote or to direct
the vote:
0
Coghill Capital Management, L.L.C. (ii)Shared power to vote or to
direct the vote:
12,144,521
Coghill Capital Management, L.L.C. (iii)Sole power to dispose or to
direct the disposition of:
0
Coghill Capital Management, L.L.C. (iv)Shared power to dispose or to
direct the disposition of:
12,144,521

(c)Number of shares as to which the person has:
Coghill Clint D. (i)Sole power to vote or to direct the vote:
0
Coghill Clint D. (ii)Shared power to vote or to direct the vote:
12,144,521
Coghill Clint D. (iii)Sole power to dispose or to direct the
disposition of:
0
Coghill Clint D. (iv)Shared power to dispose or to direct the
disposition of:
12,144,521

(c)Number of shares as to which the person has:
Coghill Grant R. (i)Sole power to vote or to direct the vote:
13,600
Coghill Grant R. (ii)Shared power to vote or to direct the vote:
0
Coghill Grant R. (iii)Sole power to dispose or to direct the
disposition of:
13,600
Coghill Grant R. (iv)Shared power to dispose or to direct the
disposition of:
0

(c)Number of shares as to which the person has:
Coghill Grace A. (i)Sole power to vote or to direct the vote:
6,500
Coghill Grace A. (ii)Shared power to vote or to direct the vote:
0
Coghill Grace A. (iii)Sole power to dispose or to direct the
disposition of:
6,500
Coghill Grace A. (iv)Shared power to dispose or to direct the
disposition of:
0

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

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hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

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.
Not Applicable

Item 9. Notice of Dissolution of Group.
Not Applicable

Item 10. Certification

(b) The following certification shall be included if the statement is filed pursuant to S240.13d-1(c):

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.

Explanation of Responses:

*The reporting persons disclaim beneficial ownership of the securities except to the extent of their pecuniary interest therein.

+ Principal of the investment manager or investment manager to the investment management entity in whose account the reported securities are held.

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.

_____/s/ Clint D. Coghill+*_____
Clint D. Coghill+*
Signature of Reporting Person
January 24, 2003_____
Date

Coghill Capital Management, L.L.C.+*
__By:/s/ Clint D. Coghill+*_____
Clint D. Coghill+*
Managing Member
January 24, 2003_____
Date

CCM Master Fund, Ltd.*
__By:/s/ Clint D. Coghill_____
Clint D. Coghill
Director
January 24, 2003_____
Date

Grant R. Coghill*
__By:/s/ Clint D. Coghill_____
Clint D. Coghill as Custodian for Grant R. Coghill
Family Member
January 24, 2003_____
Date

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Grace A. Coghill*

__By:/s/ Clint D. Coghill_____ January 24, 2003_____
Clint D. Coghill as Custodian for Grace A. Coghill Date
Family Member

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated January 24, 2002 relating to the Common Stock, par value \$.01 of Liberate Technologies (LBRT) shall be filed on behalf of the undersigned.

_____/s/ Clint D. Coghill+*_____ January 24, 2003_____
Clint D. Coghill+* Date
Signature of Reporting Person

Coghill Capital Management, L.L.C.+*

__By:/s/ Clint D. Coghill+*_____ January 24, 2003_____
Clint D. Coghill+* Date
Managing Member

CCM Master Fund, Ltd.*

__By:/s/ Clint D. Coghill_____ January 24, 2003_____
Clint D. Coghill Date
Director

Grant R. Coghill*

__By:/s/ Clint D. Coghill_____ January 24, 2003_____
Clint D. Coghill as Custodian for Grant R. Coghill Date
Family Member

Grace A. Coghill*

__By:/s/ Clint D. Coghill_____ January 24, 2003_____
Clint D. Coghill as Custodian for Grace A. Coghill Date
Family Member