

OPENTV CORP
Form SC 13G/A
February 14, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

OPENTV CORP.

(Name of Issuer)

CLASS A ORDINARY SHARES (NO PAR VALUE)

(Title of Class of Securities)

G67543101

(CUSIP Number)

December 31, 2002

(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/A

CUSIP No. G67543101

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

Sun TSI Subsidiary, Inc. FEIN #
77-0431471

2CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (See
Instructions) (a)
(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF
ORGANIZATION Delaware

5SOLE VOTING POWER NUMBER
OF 7,594,796***SHARES**

BENEFICIALLY**6**SHARED VOTING
POWER**OWNED BY -0-EACH**

REPORTING**7**SOLE DISPOSITIVE
POWER **PERSON 7,594,796*WITH**

8SHARED DISPOSITIVE
POWER -0-

9AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON 7,594,796*

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

11PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9) 15.7%**

12TYPE OF REPORTING PERSON
(See Instructions) CO

* Sun TSI Subsidiary, Inc. (**SSI**), a Delaware corporation and wholly-owned subsidiary of Sun Microsystems, Inc. (**Sun**), owns 7,594,796 shares of Class B Common Stock of OpenTV, Inc. (**OTVI**). Subject to compliance with certain provisions of agreements to which SSI and/or Sun are parties, such shares may be exchanged on a one-for-one basis (subject to adjustment under certain circumstances) for Class B Ordinary Shares of Issuer, and such Class B Ordinary Shares may be converted into Class A Ordinary Shares of Issuer on a

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one-for-one basis (subject to adjustment under certain circumstances).

** Based on 40,896,432 Class A Ordinary Shares of Issuer outstanding as of October 31, 2002, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002. Assumes the conversion of the 7,594,796 shares of Class B Common Stock of OTVI held of record by SSI into an equal number of Class B Ordinary Shares of Issuer, and the conversion of such Class B Ordinary Shares into Class A Ordinary Shares of Issuer. Assumes that there is no exercise of options or warrants of the Issuer held by others and that there is no conversion of securities convertible into Class A Ordinary Shares of Issuer held by others.

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

Sun Microsystems, Inc. FEIN #
94-2805249

2CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (See
Instructions) (a)
(b)

3SEC USE ONLY

4CITIZENSHIP OR PLACE OF
ORGANIZATION Delaware

5SOLE VOTING POWER NUMBER
OF 7,594,796*SHARES

BENEFICIALLY**6**SHARED VOTING
POWER OWNED BY -0-EACH

REPORTING**7**SOLE DISPOSITIVE
POWER PERSON 7,594,796*WITH

8SHARED DISPOSITIVE
POWER -0-

9AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON 7,594,796*

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

11PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9) 15.7%**

12TYPE OF REPORTING PERSON
(See Instructions) CO

* Sun TSI Subsidiary, Inc. (**SSI**), a Delaware corporation and wholly-owned subsidiary of Sun Microsystems, Inc. (**Sun**), owns 7,594,796 shares of Class B Common Stock of OpenTV, Inc. (**OTVI**). Subject to compliance with certain provisions of agreements to which SSI and/or Sun are parties, such shares may be exchanged on a one-for-one basis (subject to adjustment under certain circumstances) for Class B Ordinary Shares of Issuer, and such Class B Ordinary Shares may be converted into Class A Ordinary Shares of Issuer on a

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one-for-one basis (subject to adjustment under certain circumstances).

** Based on 40,896,432 Class A Ordinary Shares of Issuer outstanding as of October 31, 2002, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002. Assumes the conversion of the 7,594,796 shares of Class B Common Stock of OTVI held of record by SSI into an equal number of Class B Ordinary Shares of Issuer, and the conversion of such Class B Ordinary Shares into Class A Ordinary Shares of Issuer. Assumes that there is no exercise of options or warrants of the Issuer held by others and that there is no conversion of securities convertible into Class A Ordinary Shares of Issuer held by others.

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Item 1.

- (a) Name of Issuer: OpenTV Corp. (*Issuer*)
- (b) Address of Issuer's Principal Executive Offices:
401 East Middlefield Road, Mountain View, CA 94043

Item 2.

- (a) Name of Person Filing:
This statement is filed by and on behalf of Sun Microsystems, Inc. (*Sun*) and its wholly-owned subsidiary Sun TSI Subsidiary, Inc. (*SSI*), each a Delaware corporation.
- (b) Address of Principal Business Office:
The business address of each of Sun and SSI is 4120 Network Circle, Santa Clara, CA 95054, Attention: Laura A. Fennell, Esq.
- (c) Citizenship:
Sun and SSI are each incorporated under the laws of the State of Delaware.
- (d) Title of Class of Securities:
Class A Ordinary Shares, no par value
- (e) CUSIP Number:
G67543101

Item 3. Not applicable

Item 4. Ownership.

- (a) Amount beneficially owned: 7,594,796 (See footnote marked * on pgs. 2 and 3)
- (b) Percent of class: (See footnote marked ** on pgs. 2 and 3)
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 7,594,796 (See footnote marked * on pgs. 2 and 3)
 - (ii) Shared power to vote or to direct the vote: -0-
 - (iii) Sole power to dispose or to direct the disposition of: 7,594,796 (See footnote marked * on pgs. 2 and 3)
 - (iv) Shared power to dispose or to direct the disposition of: -0-

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable. SSI is a wholly-owned subsidiary of Sun. SSI owns or has right to acquire shares of Issuer as stated above. Sun owns no shares of Issuer directly.

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. Certifications.

Not applicable

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.

Dated: February 14, 2003

SUN TSI SUBSIDIARY, INC.

By: /s/ Ken Barker

Name: Ken Barker

Its: Treasurer

SUN MICROSYSTEMS, INC.

By: /s/ John D. Croll

Name: John D. Croll

Its: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

| Exhibit | Document Description |
|----------------|---|
| A | Agreement of Joint Filing, dated February 14, 2003 by and between Sun TSI Subsidiary, Inc. and Sun Microsystems, Inc. |

EXHIBIT A

Agreement of Joint Filing

Each of the undersigned hereby agrees that they are filing jointly pursuant to Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended, the Statement dated February 14, 2003 containing the information required by Schedule 13G/A, for the shares of Class A Ordinary Shares of OpenTV Corp. which they each beneficially hold.

Dated: February 14, 2003

SUN TSI SUBSIDIARY, INC.

By: /s/ Ken Barker

Name: Ken Barker

Its: Treasurer

SUN MICROSYSTEMS, INC.

By: /s/ John D. Croll

Name: John D. Croll

Its: Senior Vice President, General Counsel and Secretary