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LIQUID AUDIO INC  
Form SC 13D/A  
June 17, 2002

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

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No.11)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(A) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Liquid Audio, Inc.  
(Name of Issuer)  
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Common Stock, \$.001 par value  
-----  
(Title of Class of Securities)

53631T102000  
-----  
(CUSIP Number)

Mr. James Mitarotonda  
c/o Barington Capital Group, L.P.  
888 Seventh Avenue, 17th Floor  
New York, N.Y. 10019  
(212) 974-5700  
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(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

June 13, 2002  
-----  
(Date of Event which Requires Filing  
of this Statement)

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

Introduction. This Amendment No. 11 amends and supplements the Schedule 13D, dated September 28, 2001, as amended to date (the "Schedule 13D"), filed with the Securities and Exchange Commission by musicmaker.com, Inc. ("musicmaker"), Jewelcor Management, Inc., Barington Companies Equity Partners, L.P., Ramius Securities, LLC and Domrose Sons Partnership with respect to the common stock, \$.001 par value, of Liquid Audio, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 800 Chesapeake Drive, Redwood City, California 94063.

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Item 4 of the Schedule 13D, "Purpose of Transaction," is amended by adding the following:

On June 14, 2002, musicmaker amended its existing complaint filed against the Company in the Court of Chancery of the State of Delaware In and For New Castle County pursuant to Section 211 of the Delaware General Corporation Law to seek an order to compel the Company to hold its 2002 annual meeting of stockholders on July 1, 2002. On the same date, musicmaker sent a letter to Eric Weisman, President and CEO of Alliance Entertainment Corp., a copy of which is attached hereto as Exhibit 99.17, and a letter to Ann Winblad, a member of the Company's board of directors, a copy of which is attached hereto as Exhibit 99.18.

Earlier, on June 13, 2002, musicmaker sent a letter to Gerald W. Kearby, President and Chief Executive Officer of the Company, a copy of which is attached hereto as Exhibit 99.19.

Item 7 of the Schedule 13D, "Material to be Filed as Exhibits," is amended by adding the following:

99.17 Letter dated June 14, 2002 from musicmaker to Eric Weisman, President and CEO of Alliance Entertainment Corp.

99.18 Letter dated June 14, 2002 from musicmaker to Ann Winblad, a member of the board of directors of the Company.

99.19 Letter dated June 13, 2002 from musicmaker to Gerald W. Kearby, President and Chief Executive Officer of the Company.

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SIGNATURES

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

Dated: June 17, 2002

MUSICMAKER.COM, INC.

By /s/ James A. Mitarotonda

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Name: James A. Mitarotonda  
Title: President and Chief Executive  
Officer

JEWELCOR MANAGEMENT, INC.

By /s/ Seymour Holtzman

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Name: Seymour Holtzman  
Title: Chairman and Chief Executive  
Officer

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BARINGTON COMPANIES EQUITY PARTNERS,  
L.P.

By: Barington Companies Investors,  
LLC, its general partner

By /s/ James. A. Mitarotonda

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Name: James A. Mitarotonda  
Title: President and Chief Executive  
Officer

RAMIUS SECURITIES, LLC

By: Ramius Capital Group, LLC, its  
managing member

By /s/ Marran Ogilvie

-----  
Name: Marran Ogilvie  
Title: Authorized Signatory

DOMROSE SONS PARTNERSHIP

By /s/ James A. Mitarotonda

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Name: James A. Mitarotonda  
Title: Partner