

CNET NETWORKS INC  
Form SC 13G/A  
February 13, 2004

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE 13G\*  
(Rule 13d-1(c))

Amendment No. 4

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)

CNET Networks, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

12613R104  
(CUSIP Number)

December 31, 2003  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule 13G is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 10 Pages)

-----  
\*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 purposes 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).

Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

-----

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON (ENTITIES ONLY)  
Blue Ridge Limited Partnership  
13-3891223

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [X]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

-----

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 4,734,482

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING PERSON WITH -0-

(8) SHARED DISPOSITIVE POWER  
4,734,482

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
4,734,482

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.3%

-----

(12) TYPE OF REPORTING PERSON \*\*  
PN

-----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 12613R104

13G/A

Page 3 of 10 Pages

-----

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
JAG Holdings LLC  
13-3879585

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]

Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

(b)  [X]

-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 4,734,482  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
4,734,482  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
4,734,482  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.3%  
-----  
(12) TYPE OF REPORTING PERSON \*\*  
OO  
-----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 12613R104

13G/A

Page 4 of 10 Pages

-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
Blue Ridge Offshore Master  
Limited Partnership  
98-0412446  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b)  [X]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----  
NUMBER OF (5) SOLE VOTING POWER  
-0-  
-----

Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

SHARES

---

BENEFICIALLY (6) SHARED VOTING POWER 1,950,800

OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER 1,950,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,950,800

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.3%

---

(12) TYPE OF REPORTING PERSON \*\* PN

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 12613R104 13G/A Page 5 of 10 Pages

---

(1) NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) JAG Offshore Holdings LLC 52-2415816

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a) [ ] (b) [X]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION New York

---

NUMBER OF (5) SOLE VOTING POWER -0-

SHARES

---

BENEFICIALLY (6) SHARED VOTING POWER 1,950,800

OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER -0-

REPORTING

---

Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

PERSON WITH (8) SHARED DISPOSITIVE POWER  
1,950,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,950,800

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.3%

---

(12) TYPE OF REPORTING PERSON \*\*  
OO

---

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 12613R104 13G/A Page 6 of 10 Pages

---

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
John A. Griffin  
Not Applicable

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [X]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 200,000

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 6,685,282

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 200,000

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
6,685,282

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
6,885,282

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

---

Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 4.8%

-----  
(12) TYPE OF REPORTING PERSON \*\*  
IN  
-----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 12613R104 13G/A Page 7 of 10 Pages

The Schedule 13G initially filed on July 8, 2002 is hereby amended and restated by this Amendment No. 4 to the Schedule 13G.

Item 1(a). Name of Issuer:

The name of the issuer is CNET Networks Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are located at 235 Second Street, San Francisco, CA 94105.

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Blue Ridge Limited Partnership, a New York limited partnership ("BRLP"), with respect to the shares of Common Stock directly owned by it;
- (ii) JAG Holdings LLC, a New York limited liability company ("JAG"), with respect to the shares of Common Stock directly owned by BRLP;
- (iii) Blue Ridge Offshore Master Limited Partnership, a Cayman Islands exempted limited partnership ("BROMLP"), with respect to the shares of Common Stock directly owned by it;
- (iv) JAG Offshore Holdings LLC, a New York limited liability company ("JOH"), with respect to the shares of Common Stock directly owned by BROMLP; and
- (v) John A. Griffin with respect to the shares of Common Stock directly owned by Mr. Griffin and by BRLP and BROMLP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the business office of each of Mr. Griffin, BRLP, JAG and JOH is 660 Madison Avenue, 20th Floor, New York, NY 10021. The address of the business office of BROMLP is P.O. Box 309 G.T., Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands.

(c). Citizenship:

BRLP is a limited partnership organized under the laws of the State of

Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

New York. JAG is a limited liability company organized under the laws of the State of New York. BROMLP is an exempted limited partnership organized under the laws of the Cayman Islands. JOH is a limited liability company organized under the laws of New York. Mr. Griffin is a United States citizen.

CUSIP No. 12613R104

13G/A

Page 8 of 10 Pages

(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share (the "Common Stock").

(e). CUSIP Number:

12613R104

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

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f)  Employee Benefit Plan or Endowment Fund in accordance with 13d-1(b)(1)(ii)(F),
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

A. Blue Ridge Limited Partnership

(a) Amount beneficially owned: 4,734,482

(b) Percent of class: 3.3% The percentages used herein and in the rest of Item 4 are calculated based upon the 141,624,657 shares of Common Stock issued and outstanding as of October 31, 2003, as reflected in the Company's Form 10-Q for the quarterly period ended September 30, 2003.

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 4,734,482

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 4,734,482

Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

CUSIP No. 12613R104

13G/A

Page 9 of 10 Pages

B. JAG Holdings LLC

- (a) Amount beneficially owned: 4,734,482 (b) Percent of class: 3.3%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 4,734,482
- (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 4,734,482

C. Blue Ridge Offshore Master Limited Partnership

- (a) Amount beneficially owned: 1,950,800
- (b) Percent of class: 1.3%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 1,950,800
- (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,950,800

D. JAG Offshore Holdings LLC

- (a) Amount beneficially owned: 1,950,800
- (b) Percent of class: 1.3%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 1,950,800
- (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 1,950,800

E. John A. Griffin

- (a) Amount beneficially owned: 6,885,282
- (b) Percent of class: 4.8%
- (c) (i) Sole power to vote or direct the vote: 200,000
  - (ii) Shared power to vote or direct the vote: 6,685,282
- (iii) Sole power to dispose or direct the disposition: 200,000
  - (iv) Shared power to dispose or direct the disposition: 6,685,282

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 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.

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.



Edgar Filing: CNET NETWORKS INC - Form SC 13G/A

Each of the Reporting Persons hereby makes the following certification:

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.

CUSIP No. 12613R104

13G/A

Page 10 of 10 Pages

SIGNATURES

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

DATED: February 12, 2004

BLUE RIDGE LIMITED PARTNERSHIP

By: JAG HOLDINGS LLC, its General Partner

By: /s/ John Griffin

-----  
Name: John Griffin  
Title: Managing Member

JAG HOLDINGS LLC

By: /s/ John Griffin

-----  
Name: John Griffin  
Title: Managing Member

BLUE RIDGE OFFSHORE MASTER LIMITED PARTNERSHIP

By: JAG OFFSHORE HOLDINGS LLC, its General Partner

By: /s/ John Griffin

-----  
Name: John Griffin  
Title: Managing Member

JAG OFFSHORE HOLDINGS LLC

By: /s/ John Griffin

-----  
Name: John Griffin  
Title: Managing Member

/s/ John Griffin

-----  
John A. Griffin