

TWO WAY TV US INC
Form SC 13G/A
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13D-1(B), (C) AND (D) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(b)**

(Amendment No. 1) *

Two Way TV (US), Inc.
(Name of Issuer)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

90211N105
(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 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 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*).

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Comcast Corporation 27-0000798 | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input type="radio"/> (b) | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Pennsylvania | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER -7,473,815*- |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER -7,473,815*- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -7,473,815*- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.0% | |
| 12 | TYPE OF REPORTING PERSON CO | |

* Of the 7,473,815 shares of Common Stock, par value \$.001 per share of Two Way TV (US), Inc. (Common Stock), that are reported as beneficially owned by the Reporting Person, TCI Technology Management, LLC owns 380,850 shares of Common Stock, TCI Programming Holding Company III owns 6,741,506 shares of Common Stock, and TCI Development, LLC owns 351,459 shares of Common Stock.

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Comcast Cable Communications Holdings, Inc. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input type="radio"/> (b) | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER -7,473,815*- |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER -7,473,815*- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -7,473,815*- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.0% | |
| 12 | TYPE OF REPORTING PERSON CO | |

* Of the 7,473,815 shares of Common Stock, par value \$.001 per share of Two Way TV (US), Inc. (Common Stock), that are reported as beneficially owned by the Reporting Person, TCI Technology Management, LLC owns 380,850 shares of Common Stock, TCI Programming Holding Company III owns 6,741,506 shares of Common Stock, and TCI Development, LLC owns 351,459 shares of Common Stock.

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Comcast Cable Holdings, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input type="radio"/> (b) | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER -7,473,815*- |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER -7,473,815*- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -7,473,815*- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.0% | |
| 12 | TYPE OF REPORTING PERSON CO | |

* Of the 7,473,815 shares of Common Stock, par value \$.001 per share of Two Way TV (US), Inc. (Common Stock), that are reported as beneficially owned by the Reporting Person, TCI Technology Management, LLC owns 380,850 shares of Common Stock, TCI Programming Holding Company III owns 6,741,506 shares of Common Stock, and TCI Development, LLC owns 351,459 shares of Common Stock.

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| 1 | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON TCI Technology Management, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input type="radio"/> (b) | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER -7,122,356*- |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER -7,122,356*- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -7,122,356*- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.7% | |
| 12 | TYPE OF REPORTING PERSON CO | |

* Of the 7,122,356 shares of Common Stock, par value \$.001 per share of Two Way TV (US), Inc. (Common Stock), that are reported as beneficially owned by the Reporting Person, 380,850 shares of Common Stock are owned by the Reporting Person and 6,741,506 shares of Common Stock are owned by TCI Programming Holding Company III, a wholly owned subsidiary of the Reporting Person.

CUSIP No. 90211N105

13G

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| | NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON TCI Programming Holding Company III | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <input type="radio"/> (a) <input type="radio"/> (b) | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Delaware | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER -0- |
| | 6 | SHARED VOTING POWER -6,741,506- |
| | 7 | SOLE DISPOSITIVE POWER -0- |
| | 8 | SHARED DISPOSITIVE POWER -6,741,506- |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -6,741,506- | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="radio"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.3% | |
| 12 | TYPE OF REPORTING PERSON CO | |

Item 1(a). Name of Issuer:

Two Way TV (US), Inc.

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

6300 Wilshire Blvd., Suite 1750, Los Angeles, California 90048

Item 2(a). Names of Persons Filing:

This statement is filed on behalf of the persons identified below (the Reporting Persons).

Comcast Corporation

Comcast Cable Communications Holdings, Inc.

Comcast Cable Holdings, LLC

TCI Technology Management, LCC

TCI Programming Holding Company III

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

The address of the principal business office of each of Comcast Corporation, Comcast Cable Communications Holdings, Inc., Comcast Cable Holdings, LLC and TCI Technology Management, LLC is 1500 Market Street, Philadelphia, PA 19102-2148, c/o Comcast Corporation.

The address of the principal business office of TCI Programming Holding Company III is 1201 North Market Street, Suite 1405, Wilmington, Delaware 19801, c/o Comcast Capital Corporation.

Item 2(c). Citizenship:

Comcast Corporation - Pennsylvania

Comcast Cable Communications Holdings, Inc. - Delaware

Comcast Cable Holdings, LLC - Delaware

TCI Technology Management, LLC - Delaware

TCI Programming Holding Company III - Delaware

Item 2(d). Title of Class of Securities:

Common Stock, par value \$.001 per share (Common Stock)

Item 2(e). CUSIP Number:

90211N105

Item 3. If this Statement is Filed Pursuant to Rule 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 Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;

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- (d) Investment company registered under Section 8 of the Investment Company Act;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned: 7,473,815
- (b) Percent of class: 8.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 7,473,815
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 7,473,815

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 Subsidiaries Which Acquired the Security Being Reported on by the Parent Holding Company.

Comcast Cable Communications Holdings, Inc. is a direct, wholly owned subsidiary of Comcast Corporation.

Comcast Cable Holdings, LLC is a direct, wholly owned subsidiary of Comcast Cable Communications Holding, Inc.

TCI Development LLC, a direct, wholly owned subsidiary of Comcast Cable Holdings, LLC, owns 351,459 shares of Common Stock.

TCI Technology Management, LLC, a direct, wholly owned subsidiary of Comcast Cable Holdings, LLC, owns 380,850 shares of Common Stock.

TCI Programming Holding Company III, a direct, wholly owned subsidiary of TCI Technology Management, LLC, owns 6,741,506 shares of Common Stock.

Item 8. Identification and Classification of Members of the Group.

Not applicable

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Item 9. Notice of Dissolution of Group.

Not applicable

Item 10. Certifications.

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.

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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.

Date: February 13, 2004

COMCAST CORPORATION

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President

COMCAST CABLE COMMUNICATIONS HOLDINGS,
INC.

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President

COMCAST CABLE HOLDINGS, LLC

By: /s/ Arthur R. Block

Name: Arthur R. Block

Title: Senior Vice President

TCI TECHNOLOGY MANAGEMENT, LLC

By: /s/ Arthur R. Block

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Name: Arthur R. Block

Title: Senior Vice President

TCI PROGRAMMING HOLDING COMPANY III

By: /s/ Rosemarie S. Teta

Name: Rosemarie S. Teta

Title: Vice President