

FAIRMARKET INC  
Form SC 13G/A  
February 12, 2002

OMB Number: 3235-0145  
Expires: October 31, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13G  
(Rule 13d-102)

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)  
(Amendment No. 1)\*

FAIRMARKET, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE

-----  
(Title of Class of Securities)

305158 10 7

-----  
(CUSIP Number)

DECEMBER 31, 2001

-----  
(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.

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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).

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  SCOTT T. RANDALL
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input type="checkbox"/>
		(b) <input type="checkbox"/>

3	SEC USE ONLY
---	--------------

4	CITIZENSHIP OR PLACE OF ORGANIZATION  UNITED STATES
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	5	SOLE VOTING POWER 3,976,625
NUMBER OF SHARES	6	SHARED VOTING POWER 0
BENEFICIALLY OWNED BY	7	SOLE DISPOSITIVE POWER 3,976,625
EACH REPORTING PERSON	8	SHARED DISPOSITIVE POWER 0
WITH		

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,976,625
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [ ]
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  13.7%
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12	TYPE OF REPORTING PERSON*
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IN

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\* SEE INSTRUCTIONS BEFORE FILLING OUT!  
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ITEM 1 (A) . NAME OF ISSUER:

FAIRMARKET, INC.  
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ITEM 1 (B) . ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

500 UNICORN PARK DRIVE, WOBURN, MASSACHUSETTS, 01801  
-----

ITEM 2 (A) . NAME OF PERSON FILING:

SCOTT T. RANDALL  
-----

ITEM 2 (B) . ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

C/O FAIRMARKET, INC., 500 UNICORN PARK DRIVE, WOBURN, MASSACHUSETTS,  
01801  
-----

ITEM 2 (C) . CITIZENSHIP:

UNITED STATES  
-----

ITEM 2 (D) . TITLE OF CLASS OF SECURITIES:

COMMON STOCK, \$.001 PAR VALUE  
-----

ITEM 2 (E) . CUSIP NUMBER:

305158 10 7  
-----

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: N/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)

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ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

3,976,625(1)  
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(b) Percent of class:

13.7%(2)  
-----

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote 3,976,625(1)  
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(ii) Shared power to vote or to direct the vote N/A  
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(iii) Sole power to dispose or to direct the disposition of 3,976,625(1)  
-----

(iv) Shared power to dispose or to direct the disposition of N/A  
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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

N/A  
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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

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N/A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATIONS.

N/A

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- (1) Includes 3,686,000 shares of Common Stock owned as of December 31, 2001, plus options to purchase 290,625 shares of Common Stock exercisable by Mr. Randall within 60 days of December 31, 2001.
- (2) Based on 29,061,861 shares of Common Stock outstanding as of December 31, 2001.

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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.

FEBRUARY 6, 2002

-----  
(Date)

/S/ SCOTT T. RANDALL

-----  
(Signature)

SCOTT T. RANDALL

-----  
(Name/Title)