

Edgar Filing: LIQUID AUDIO INC - Form SC 13G

LIQUID AUDIO INC  
Form SC 13G  
December 08, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G  
(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULE 13D-1  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

LIQUID AUDIO, INC.  
-----

(Name of Issuer)

Common Stock  
-----

(Title of Class of Securities)

53631T102  
-----

(CUSIP Number)

December 1, 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)

CUSIP No. 53631T102

Page 1 of 7 Pages

- 1) Names of Reporting Persons  
IRS Identification No. Of Above Persons  
  
The PNC Financial Services Group, Inc. 25-1435979
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)  
a)   
b)
- 3) SEC USE ONLY
- 4) Citizenship or Place of Organization Pennsylvania
- |   |                             |            |
|---|-----------------------------|------------|
| Number of Shares  | 5) Sole Voting Power        | -0-        |
| Beneficially Owned  | 6) Shared Voting Power      | 2,396,398  |
| By Each Reporting   | 7) Sole Dispositive Power   | -0-        |
| Person With   | 8) Shared Dispositive Power | 2,396,398  |
| 9) Aggregate Amount Beneficially Owned by Each Reporting Person |                             | 2,396,398* |

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\*See the response to Item 6.

- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
See Instructions [ ]
- 11) Percent of Class Represented by Amount in Row (9) 10.33
- 12) Type of Reporting Person (See Instructions) HC

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

- [X] Rule 13d-1(b)  
[ ] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

CUSIP No. 53631T102

Page 2 of 7 Pages

- 1) Names of Reporting Persons  
IRS Identification No. Of Above Persons  
  
PNC Bancorp, Inc. 51-0326854
- 2) Check the Appropriate Box if a Member of a Group (See Instructions)  
a) [ ]  
b) [ ]
- 3) SEC USE ONLY
- 4) Citizenship or Place of Organization Delaware

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Number of Shares	5) Sole Voting Power	-0-
Beneficially Owned	6) Shared Voting Power	2,396,398
By Each Reporting	7) Sole Dispositive Power	-0-
Person With	8) Shared Dispositive Power	2,396,398
9) Aggregate Amount Beneficially Owned by Each Reporting Person		
		2,396,398*
		*See the response to Item 6.
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares		
See Instructions		[ ]
11) Percent of Class Represented by Amount in Row (9)		
		10.33
12) Type of Reporting Person (See Instructions)		
		HC

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LIQUID AUDIO, INC.

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(Name of Issuer)

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December 1, 2003

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- [X] Rule 13d-1(b)  
[ ] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

CUSIP No. 53631T102

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- 1) Names of Reporting Persons  
IRS Identification No. Of Above Persons

PNC Bank, National Association 22-1146430

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- 2) Check the Appropriate Box if a Member of a Group (See Instructions)  
a)  ]  
b)  ]
- 3) SEC USE ONLY
- 4) Citizenship or Place of Organization      United States
- |                    |                             |           |
|--------------------|-----------------------------|-----------|
| Number of Shares   | 5) Sole Voting Power        | -0-       |
| Beneficially Owned | 6) Shared Voting Power      | 2,396,398 |
| By Each Reporting  | 7) Sole Dispositive Power   | -0-       |
| Person With        | 8) Shared Dispositive Power | 2,396,398 |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person  
2,396,398\*  
\*See the response to Item 6.
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
See Instructions       ]
- 11) Percent of Class Represented by Amount in Row (9)      10.33
- 12) Type of Reporting Person      (See Instructions)      BK

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ITEM 1(a) - NAME OF ISSUER:

Liquid Audio, Inc.

ITEM 1(b) - ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

888 Seventh Avenue, 17th Floor  
New York, New York 10019

ITEM 2(a) - NAME OF PERSON FILING:

The PNC Financial Services Group, Inc.; PNC Bancorp, Inc.; and  
PNC Bank, National Association

ITEM 2(b) - ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The PNC Financial Services Group, Inc. - One PNC Plaza,  
249 Fifth Avenue, Pittsburgh, PA 15222-2707  
PNC Bancorp, Inc. - 222 Delaware Avenue, Wilmington, DE 19899  
PNC Bank, National Association - One PNC Plaza, 249 Fifth Avenue,  
Pittsburgh, PA 15222-2707

ITEM 2(c) - CITIZENSHIP:

The PNC Financial Services Group, Inc. - Pennsylvania  
PNC Bancorp, Inc. - Delaware  
PNC Bank, National Association - United States

ITEM 2(d) - TITLE OF CLASS OF SECURITIES:

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Common

ITEM 2(e) - CUSIP NUMBER:

53631T102

ITEM 3 - IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), 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;
- (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(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

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ITEM 4 - OWNERSHIP:

The following information is as of December 1, 2003:

- (a) Amount Beneficially Owned: 2,396,398 shares\*
- \*See the response to Item 6.
- (b) Percent of Class: 10.33
- (c) Number of shares 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 2,396,398
  - (iii) sole power to dispose or to direct the disposition of -0-
  - (iv) shared power to dispose or to direct the disposition of 2,396,398

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM 6 - OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

The total shares of Common Stock reported herein are held in Trust Accounts created by an Amended and Restated Trust Agreement dated September 20, 1983, in which Lloyd I. Miller, Jr. was Grantor and for which PNC Bank, National Association serves as Trustee. This Amended and Restated Trust Agreement creates shared dispositive power between the Grantor and the Trustee.

Lloyd I. Miller, III has shared voting authority with respect to these shares of Common Stock held in the Trust Accounts pursuant to an Investment

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Advisory Agreement dated as of April 1, 1997 with PNC Bank, National Association, as Trustee. Either party may terminate the Agreement on 30 days' prior written notice.

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

Included are the following subsidiaries of The PNC Financial Services Group, Inc. - HC:

PNC Bancorp, Inc. - HC (wholly owned subsidiary of The PNC Financial Services Group, Inc.)

PNC Bank, National Association - BK (wholly owned subsidiary of PNC Bancorp, Inc.)

ITEM 8 - IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9 - NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

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ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and 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.

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.

December 8, 2003

-----  
Date

By: /s/ Joan L. Gulley

-----  
Signature - The PNC Financial Services Group, Inc.  
Joan L. Gulley, Vice President  
Name & Title

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December 8, 2003  
-----

Date

By: /s/ James B. Yahner  
-----

Signature - PNC Bancorp, Inc.  
James B. Yahner, Vice President  
Name & Title

December 8, 2003  
-----

Date

By: /s/ Thomas R. Moore  
-----

Signature - PNC Bank, National Association  
Thomas R. Moore, Secretary  
Name & Title

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EXHIBIT A

AGREEMENT

December 8, 2003

The undersigned hereby agree to file a joint statement on Schedule 13G under the Securities and Exchange Act of 1934, as amended (the "Act") in connection with their beneficial ownership of common stock issued by Liquid Audio, Inc.

Each of the undersigned states that it is entitled to individually use Schedule 13G pursuant to Rule 13d-1(b) of the Act.

Each of the undersigned is responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but none is responsible for the completeness or accuracy of the information concerning the others.

This Agreement applies to any amendments to Schedule 13G.

THE PNC FINANCIAL SERVICES GROUP, INC.

BY: /s/ Joan L. Gulley  
-----

Joan L. Gulley, Vice President

PNC BANCORP, INC.

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BY: /s/ James B. Yahner

-----  
James B. Yahner, Vice President

PNC BANK, NATIONAL ASSOCIATION

BY: /s/ Thomas R. Moore

-----  
Thomas R. Moore, Secretary