

Edgar Filing: GENESISINTERMEDIA INC - Form 3

6. If Amendment, Date of Original (Month/Day/Year)

N/A

7. Individual or Joint/Group Filing (check applicable line)

___ Form filed by One Reporting Person

x Form filed by More than One Reporting Person

Table I- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security
(Instr. 3)

N/A

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directed or indirectly.

*If the form is filed by more than one reporting person, see Instruction 5(b) (v).

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares		
Warrants	July 2, 2001 July 1, 2005	Common Stock \$.001 par ("Shares")	2,000,000 \$ 9.00	I
Warrants	July 2, 2001 July 1, 2005	Shares	1,000,000 \$4.00	I
Warrants	July 2, 2001 July 1, 2005	Shares	1,000,000 \$2.00	I
Options to Purchase	July 2, 2001 July 1, 2005	Shares	1,000,000 \$2.00	I
Option to Purchase	July 2, 2001 July 1, 2005	Shares	500,000 \$4.00	I

Explanation of Responses:

Riverdale, LLC (Riverdale) directly beneficially owns the securities shown in Table II. Mr. Icahn may, by virtue of his ownership of 100% interest in Riverdale, be deemed to beneficially own the securities as to which Riverdale possesses direct beneficial ownership. Mr. Icahn disclaims beneficial ownership of such securities for all other purposes.

/s/ Carl C. Icahn
 **Signature of Reporting Person
 Carl C. Icahn

July 10, 2001
 Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

JOINT FILER INFORMATION

Name: Riverdale, LLC

Address: 100 South Bedford Road
Mt. Kisco, New York 10549

Designated
Filer: Carl C. Icahn

Issuer: GenesisIntermedia, Inc.

Date of
Event: June 2, 2001

Signature: By: /s/ Edward E. Mattner
Name: Edward E. Mattner
Title: Manager