

Edgar Filing: OMNISKY CORP - Form SC 13G

OMNISKY CORP  
Form SC 13G  
February 14, 2001

1

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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SCHEDULE 13G

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

OMNISKY CORPORATION

-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share

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

68213L103

-----  
(CUSIP Number)

December 31, 2000

-----  
(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 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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2

CUSIP No. 68213L103

13G

Page 2 of 7 Pages

1. Names of Reporting Persons.

I.R.S. Identification No. of Above Persons (Entities Only).

Aether Systems, Inc. 52-2186634

2. Check the Appropriate Box if a Member of a Group\*

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization...Delaware

Number of Shares 5. Sole Voting Power...16,717,485

Beneficially Owned by 6. Shared Voting Power...0

Each Reporting Person With 7. Sole Dispositive Power...16,717,485

8. Shared Dispositive Power...0

9. Aggregate Amount Beneficially Owned by Each Reporting Person...16,717,485

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* [ ]

11. Percent of Class Represented by Amount in Row (9) ; 25.1%

12. Type of Reporting Person\* CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

3

CUSIP No. 68213L103

13G

Page 3 of 7 Pages

1. Names of Reporting Persons.

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I.R.S. Identification No. of Above Persons (Entities Only).

Aether Opensky Investments, LLC

52-2186634

2. Check the Appropriate Box if a Member of a Group\*

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization...Delaware

Number of Shares 5. Sole Voting Power...16,717,485

Beneficially Owned by 6. Shared Voting Power...0

Each Reporting Person With 7. Sole Dispositive Power...16,717,485

8. Shared Dispositive Power...0

9. Aggregate Amount Beneficially Owned by Each Reporting Person...16,717,485

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* [ ]

11. Percent of Class Represented by Amount in Row (9) 25.1%

12. Type of Reporting Person\* PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

4

Page 4 of 7 Pages

ITEM 1(a). Name of Issuer
Omnisky Corporation (the "Issuer")

ITEM 1(b). Address of Issuer's Principal Executive Offices
The address of the Issuer's principal executive offices is 1001 Elwell Court, Palo Alto, California, 94303

ITEM 2(a). Name of Person Filing
This statement is filed on behalf of Aether Systems, Inc. and its wholly-owned subsidiary, Aether Opensky Investments, LLC

ITEM 2(b). Address of Principal Business Office or, if None, Residence
The principal place of business of Aether Systems, Inc. and Aether Opensky Investments, LLC is 11460 Cronridge Drive, Owings Mills, Maryland 21117.

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ITEM 2(c). Citizenship

The citizenship or place of organization of each of the Reporting Persons is set forth on the cover page.

ITEM 2(d). Title of Class of Securities

The title of the securities is common stock, par value \$0.001 per share (the "Common Stock").

ITEM 2(e). CUSIP Number

The CUSIP number of the Common Stock is set forth on the cover page.

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.
- (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 associations 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).

5

Page 5 of 7 Pages

ITEM 4. OWNERSHIP.

- (a) Amount beneficially owned:
  - Aether Systems, Inc. 16,717,485
  - Aether Opensky Investments, LLC 16,717,485
- (b) Percent of class:

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Aether Systems, Inc.	25.1%
Aether Opensky Investments, LLC	25.1%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote	
Aether Systems, Inc.	16,717,485
Aether Opensky Investments, LLC	16,717,485
(ii) Shared power to vote or to direct the vote	
Aether Systems, Inc.	0
Aether Opensky Investments, LLC	0
(iii) Sole power to dispose or to direct the disposition of	
Aether Systems, Inc.	16,717,485
Aether Opensky Investments, LLC	16,717,485
(iv) Shared power to dispose or to direct the disposition of	
Aether Systems, Inc.	0
Aether Opensky Investments, LLC	0

6

Page 6 of 7 Pages

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.

Not Applicable

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

Aether Systems, Inc. acquired the 16,717,485 shares in Omnisky through its wholly-owned subsidiary, Aether Opensky Investments, LLC.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

ITEM 10. CERTIFICATION

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Not Applicable

7

Page 7 of 7 Pages

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.

Dated: February 13, 2001

Aether Systems, Inc.

/s/ SUSAN M. GOLDEN  
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Name: Susan M. Golden

Title: Secretary

Aether Opensky Investments, LLC

By: Aether Systems, its Sole Member

By: /s/ DAVID S. OROS  
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Name: David S. Oros

Title: Chief Executive Officer