

Edgar Filing: ON COMMAND CORP - Form SC 13G/A

ON COMMAND CORP
Form SC 13G/A
February 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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 RULE 13d-2 (b)
(Amendment No. 2) (1)

ON COMMAND CORPORATION

(Name of issuer)

COMMON STOCK

(Title of class of securities)

682160106

(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)

(Continued on the following pages)

(Page 1 of 8 Pages)

(1) 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 disclosures provided in a prior cover page.

The information required on 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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SCHEDULE 13G

CUSIP No. 682160106

Page 2 of 8 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

PAR Investment Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 COMMON STOCK
BENEFICIALLY
OWNED BY EACH 6 SHARED VOTING POWER
REPORTING None
PERSON
WITH 7 SOLE DISPOSITIVE POWER
0 COMMON STOCK

8 SHARED DISPOSITIVE POWER
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 COMMON STOCK

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0% COMMON STOCK

12 TYPE OF REPORTING PERSON *
PN

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 682160106

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
PAR Group, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 COMMON STOCK
BENEFICIALLY
OWNED BY EACH 6 SHARED VOTING POWER
REPORTING None
PERSON

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WITH 7 SOLE DISPOSITIVE POWER
0 COMMON STOCK

8 SHARED DISPOSITIVE POWER
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
0 COMMON STOCK

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0% COMMON STOCK

12 TYPE OF REPORTING PERSON *
PN

=====

* SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13G

CUSIP No. 682160106

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

PAR Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
 State of Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0 COMMON STOCK
BENEFICIALLY -----
OWNED BY EACH 6 SHARED VOTING POWER
REPORTING None
PERSON -----
WITH 7 SOLE DISPOSITIVE POWER
 0 COMMON STOCK

 8 SHARED DISPOSITIVE POWER
 None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 0 COMMON STOCK

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN |_ |
SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.0% COMMON STOCK

12 TYPE OF REPORTING PERSON *
 CO
=====

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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STATEMENT ON SCHEDULE 13G

Item 1(a). Name of Issuer:

ON COMMAND CORPORATION.

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

7900 East Union Avenue
Denver, CO 80237

Item 2(a). Names of Person Filing:

Par Investment Partners, L.P.
Par Group, L.P.
Par Capital Management, Inc.

Item 2(b). Business Mailing Address for the Person Filing:

Par Capital Management, Inc.
One International Place, Suite 2401
Boston, MA 02110

Item 2(c). Citizenship:

State of Delaware

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

COMMON STOCK

Item 2(e). CUSIP Number:

682160106

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or

13d-2(b), check whether the person filing is a:

Not Applicable

Item 4. Ownership:

(a) Amount Beneficially Owned:
0 COMMON STOCK

(b) Percent of Class:
0.0% COMMON STOCK

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

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(i) 0 COMMON STOCK

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(ii) shared power to vote or to direct the vote:

(iii) sole power to dispose or to direct the disposition of:
0 COMMON STOCK

(iv) shared power to dispose or to direct the disposition of:

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 [x].

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:

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certification:

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.

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 17, 2004

PAR INVESTMENT PARTNERS, L.P.

By: PAR GROUP, L.P.
its general partner
By: PAR CAPITAL MANAGEMENT, INC.
its general partner

By: /s/ Frederick S. Downs, Jr.

Frederick S. Downs, Jr., Vice President

PAR GROUP, L.P.

By: PAR CAPITAL MANAGEMENT, INC.,
its general partner

By: /s/ Frederick S. Downs, Jr.

Frederick S. Downs, Jr., Vice President

PAR CAPITAL MANAGEMENT, INC.

By: /s/ Frederick S. Downs, Jr.

Frederick S. Downs, Jr., Vice President

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the COMMON STOCK ON COMMAND CORPORATION and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 17th day of February, 2004.

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PAR INVESTMENT PARTNERS, L.P.

By: PAR GROUP, L.P.

its general partner

By: PAR CAPITAL MANAGEMENT, INC.

its general partner

By: /s/ Frederick S. Downs, Jr.

Frederick S. Downs, Jr., Vice President

PAR GROUP, L.P.

By: PAR CAPITAL MANAGEMENT, INC.,

its general partner

By: /s/ Frederick S. Downs, Jr.

Frederick S. Downs, Jr., Vice President

PAR CAPITAL MANAGEMENT, INC.

By: /s/ Frederick S. Downs, Jr.

Frederick S. Downs, Jr., Vice President