

ARTEMIS INTERNATIONAL SOLUTIONS CORP

Form 4

August 01, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LIEMANDT JOSEPH**

2. Issuer Name and Ticker or Trading Symbol  
**ARTEMIS INTERNATIONAL SOLUTIONS CORP [AMSI.OB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/01/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O TRILOGY, INC., 6011 WEST COURTYARD DRIVE, SUITE 300**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**AUSTIN, TX 78730**

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4)         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock                    | 07/01/2006                           |  | J                              | 126,904 D <u>(1)</u>  | 1,000 <u>(1)</u> <u>(2)</u>   | I  | By Trilogy Capital Holdings Corporation <u>(3)</u> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount of Number of Shares |
| Series A Preferred Stock                   | \$ 2.2   | 07/01/2006                           |  | J                              | 1,136,364   | 06/16/2004   | (4)   | Common Stock | 1,136,364                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LIEMANDT JOSEPH<br>C/O TRILOGY, INC.<br>6011 WEST COURTYARD DRIVE, SUITE 300<br>AUSTIN, TX 78730 | X             | X         |         |       |

## Signatures

/s/ Joseph Liemandt                      08/01/2006

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) All shares of the issuer's common stock and preferred stock held by the reporting person were canceled without payment on July 1, 2006 in accordance with the terms of that certain Agreement and Plan of Merger dated as of March 10, 2006 (the "Merger Agreement") among the issuer, RCN Acquisition, Inc. and Trilogy, Inc., pursuant to which the issuer was the survivor of a merger with RCN Acquisition, Inc., a wholly owned subsidiary of Trilogy, Inc.
- (2) Pursuant to the terms of the Merger Agreement and the Certificate of Merger filed with the Delaware Secretary of State effective July 1, 2006 (the "Effective Time"), all shares of common stock of RCN Acquisition, Inc. outstanding immediately prior to the Effective Time were converted into 1,000 shares of common stock of the issuer, which shares are held directly by Trilogy, Inc. The reporting person is President and Chief Executive Officer of Trilogy, Inc., and hereby disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The reported securities were directly held by Trilogy Capital Holdings Corporation, a wholly owned subsidiary of Trilogy, Inc. The reporting person is President and Chief Executive Officer of Trilogy Capital Holdings Corporation.
- (4) Not applicable.

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

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