Intermix Media, Inc. Form 3 July 28, 2005

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

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INITIAL STATEMENT OF 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)

(Last)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement  **NEWS CORP** (Month/Day/Year) 07/18/2005

(Middle)

(Zip)

Intermix Media, Inc. [MIX]

C/O NEWS AMERICA INCORPORATED, 1211 AVENUE OF THE AMERICAS

(First)

(Check all applicable)

4. Relationship of Reporting

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

(Street)

\_X\_ 10% Owner Director Officer (give title below) (specify below)

Person(s) to Issuer

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

Person

\_X\_ Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10036

(State)

Table I - Non-Derivative Securities Beneficially Owned

Other

1. Title of Security (Instr. 4)

(City)

2. Amount of Securities Beneficially Owned

3. Ownership 4. Nature of Indirect Beneficial

(Instr. 4)

Form: Direct (D) or Indirect Ownership (Instr. 5)

(I) (Instr. 5)

None (1) $0^{(1)}$   $I^{(1)}$ 

See remarks below (1)

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

SEC 1473 (7-02)

4.

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

1. Title of Derivative Security (Instr. 4)

**Expiration Date** (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

5. Ownership Conversion or Exercise Form of

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

Price of Derivative Derivative Security:

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Date Expiration Title Amount or Security Direct (D)

Exercisable Date Number of or Indirect
Shares (I)

(Instr. 5)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEWS CORP C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Â	ÂΧ	Â	Â
Fox Interactive Media, Inc. 10201 W. PICO BOULEVARD LOS ANGELES Â CAÂ 90035	Â	ÂX	Â	Â

## **Signatures**

/s/ Lawrence A. Jacobs, Senior Executive Vice President and Group General Counsel

07/28/2005

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- If the form is filed by more than one reporting person, *see* Instruction 5(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) See General Remarks.

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#### **Remarks:**

1. By virtue of that certain Stockholder Voting Agreement, dated as of July 18, 2005, among New Corporation ("News Corporation"), Fox Interactive Media, Inc. ("FIM," and collectively with News Corporation, the "Reporting Persons"), VP Alpha Holdings IV, LLC, VantagePoint Venture Partners IV,Û (Q), L.P., VantagePoint Venture Partners IV, L.P., and VantagePoint Venture Partners IV Principals Fund, L.P. (the "Voting Agreement"), each of the Reporting Persons may be deemed a beneficial owner pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of 9,911,575 shares of Common Stock of Intermix Media, Inc. ("Intermix") (the "Shares") subject to the Voting Agreement as of July 18, 2005. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, each of the Reporting Persons hereby states that this Initial Statement of Beneficial OwnershipÂ

Reporting Owners 2

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of Securities on Form 3 shall not be deemed an admission that such Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of Intermix. Neither of the Reporting Persons Â has a pecuniary interest in the Shares.

Note: File three copies of this Form, one of which must be manually signed. If space 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.