

AULD CAROL A  
Form SC 13G/A  
January 27, 2004

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G/A**

**(Amendment No. 1)**

**Under the Securities Exchange Act of 1934**

**PROLONG INTERNATIONAL CORPORATION**

**(Name of Issuer)**

**COMMON STOCK**

**(Title of Class of Securities)**

**743409-10-4**

**(CUSIP Number)**

**DECEMBER 31, 2003**

**(Date of Event Which Requires Filing of This Statement)**

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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 information required in 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 ( Act ) 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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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Carol A. Auld

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

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3. SEC Use Only

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4. Citizenship or Place of Organization

United States of America

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5. Sole Voting Power

NUMBER OF 3,544,999

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

0

EACH

7. Sole Dispositive Power

REPORTING

PERSON

3,544,999

WITH

8. Shared Dispositive Power

0

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

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3,544,999

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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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

11.9% (based on shares outstanding on December 31, 2003).

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12. Type of Reporting Person (See Instructions)

IN

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**Item 1.**

(a) Name of Issuer: Prolong International Corporation

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

6 Thomas

Irvine, CA 92618

**Item 2.**

(a) Name of Person Filing: Carol A. Auld

(b) Address of Principal Business Office:

6 Thomas

Irvine, CA 92618

(c) Citizenship: United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 743409-10-4

**Item 3.**

If this statement is filed pursuant Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

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- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " Parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " Church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

- (a) Amount beneficially owned: 3,544,999
- (b) Percent of Class: 11.9% (based on shares outstanding on December 31, 2003)
- (c) Number of shares as to such person has:

(i)	sole power to vote or to direct the vote of:	3,544,999
(ii)	shared power to vote or to direct the vote of:	0
(iii)	sole power to dispose or to direct the disposition of:	3,544,999
(iv)	shared power to dispose or to direct the disposition of:	0

**Item 5. Ownership of 5% or Less of Class.**

If this statement is being filed to report the fact that as of the date hereof the reported person has ceased to be the beneficial owner of more than 5% of the class of securities, check the following: "

**Item 6. Ownership of More Than 5% 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.**

Not applicable.

**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.

Date: January 26, 2004

/s/ Carol A. Auld  
Name: Carol A. Auld