

GAIAM INC
Form 4/A
March 19, 2008

FORM 4

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

OMB APPROVAL

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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 *
Prentice Capital Management, LP

(Last) (First) (Middle)

623 FIFTH AVENUE, 32ND FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GAIAM INC [GAIA]

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
03/13/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Class A Common Stock ("Common Stock")	03/12/2008		P	46,400 (3) A \$ 18.53	4,397,338 (1) (2) (4)	I (1)	See (1)
Class A Common Stock ("Common Stock")	03/12/2008		P	9,000 A \$ 18.7	4,406,338 (1) (2) (4)	I (1)	See (1)
Class A Common	03/13/2008		P	800 A \$ 17.98	4,407,138 (1) (2) (4)	I (1)	See (1)

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Stock ("Common Stock")									
Class A Common Stock ("Common Stock")	03/13/2008	P	4,200	A	\$ 18	<u>4,411,338</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	317	A	\$ 18.06	<u>4,411,655</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	158	A	\$ 18.1	<u>4,411,813</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	18	A	\$ 18.19	<u>4,411,831</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	1,300	A	\$ 18.25	<u>4,413,131</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.27	<u>4,413,331</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	100	A	\$ 18.29	<u>4,413,431</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.3	<u>4,413,631</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	
Class A Common Stock	03/13/2008	P	400	A	\$ 18.31	<u>4,414,031</u> ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>	

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Class A Common Stock ("Common Stock")	03/13/2008	P	400	A	\$ 18.33	4,414,431 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	400	A	\$ 18.34	4,414,831 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	400	A	\$ 18.35	4,415,231 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	500	A	\$ 18.36	4,415,731 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	400	A	\$ 18.38	4,416,131 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	100	A	\$ 18.39	4,416,231 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.4	4,416,431 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.41	4,416,631 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.43	4,416,931 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>

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Stock") Class A Common Stock ("Common Stock")	03/13/2008	P	100	A	\$ 18.44	4,417,031 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.45	4,417,231 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.46	4,417,531 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.47	4,417,831 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.48	4,418,131 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	2,153	A	\$ 18.49	4,420,284 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	7,154	A	\$ 18.5	4,427,438 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.51	4,427,638 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.53	4,427,938 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See <u>(1)</u>

accounts.

The Investment Manager does not directly own any shares of Common Stock. Mr. Zimmerman personally owns 8,705 shares of Common Stock. After the purchases reported hereby, the Investment Manager may be deemed to beneficially own 4,429,633 shares of Common Stock held by the investment funds and managed accounts. Mr. Zimmerman may be deemed to beneficially own 4,441,338 shares of Common Stock held personally, by The Michael & Holly Zimmerman Family Foundation Inc. and by the investment funds and managed accounts. Each of the Reporting Persons disclaims any beneficial ownership of the shares of Common Stock included in this report to the extent such beneficial ownership exceeds such Reporting Person's pecuniary interest. The amount of securities beneficially owned following the reported transactions includes 3,000 shares of Common Stock held by The Michael & Holly Zimmerman Family Foundation Inc. and 8,705 shares of Common Stock personally owned by Mr. Zimmerman.

- (2)
- (3) This Form 4 amendment is being filed to correct the number of shares of Common Stock reported as being purchased on 3/12/08 at the price of \$18.53 per share as 46,600 rather than the previously listed 48,000 shares. No other changes have been made in Column 4.

- (4) Due to the correction in Column 4, the number of shares of Common Stock listed in Column 5 as beneficially owned also is being corrected with respect to the purchase on 3/12/08 at the price of \$18.53 per share and for each transaction listed thereafter in part one and part two of this Form 4 amendment. Footnote 2 also is being amended to reflect the correction in the number of shares actually purchased on 3/12/08 at the price of \$18.53 per share.

Remarks:

This is part one of a two-part filing.

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.