

Edgar Filing: CAEN HERVE - Form 4

CAEN HERVE
Form 4
September 10, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

CAEN

HERVE

(Last)

(First)

(Middle)

C/O TITUS SOFTWARE CORP., 20432 CORISCO STREET

(Street)

CHATSWORTH

CA

91311

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

INTERPLAY ENTERTAINMENT CORP. (NASDAQ-NMS: IPLY)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

AUGUST 2001

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

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

PRESIDENT

7. Individual or Joint/Group Filing (Check applicable line)

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[X] Form filed by one Reporting Person
 [] 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 (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Underlying Securities (Instr. 3 and 4)
			Amount	(A) or (D)	Price	
COMMON STOCK	8/13/01	P	6,679,306	A	(1)	19,
SERIES A CONVERTIBLE PREFERRED STOCK	8/13/01	S	336,070	D	(1)	

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

FORM 4 (continued)

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

1. Title of	2. Conver- sion or Exer- cise Price of Deriv-	3. Trans- action Date	4. Trans- action Code (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
						Amount or

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Derivative Security (Instr. 3)	ative Secur-ity	(Month/Day/Year)	8) ----- Code V	4 and 5) ----- (A) (D)	Date Exer- cisable	Expira- tion Date	Title	Number of Shares
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Explanation of Responses:

- (1) Titus Interactive SA converted 336,070 shares of Series A Convertible Preferred Stock on August 13, 2001, at a conversion price of \$19.87 per share, resulting in its acquisition of 6,679,306 shares of Common Stock. The Series A Convertible Preferred Stock had a face value of \$27.80 per share and was convertible into a number of shares of Common Stock determined by dividing \$27.80 by the Series A Conversion Price in effect on the date of conversion. The Series A Conversion Price is equal to the lower of (i) \$2.78 or (ii) the product of (a) 0.85 and (b) the average of the closing price of Interplay's Common Stock as reported by Nasdaq for the twenty (20) trading days immediately preceding the date of conversion.
- (2) The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/S/ HERVE CAEN

09/10/01

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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