

Edgar Filing: INTERPLAY ENTERTAINMENT CORP - Form 4

INTERPLAY ENTERTAINMENT CORP

Form 4

August 09, 2002

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 Corporation, 20432 Corisco Street

(Street)

Chatsworth

California

91311

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Interplay Entertainment Corp. (IPLY)

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

4. Statement for Month/Year

March/2002

June/2002

July/2002

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)

Chief Executive Officer and President

Edgar Filing: INTERPLAY ENTERTAINMENT CORP - Form 4

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

- 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)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
		Code	V	Amount	(A) or (D)
Common Stock	3/15/02	C		47,492,162	A (1)
Common Stock	6/10/02	S (3)		42,000	D \$0.26
Common Stock	6/13/02	S (3)		98,700	D \$0.26
Common Stock	6/14/02	S (3)		64,000	D \$0.26
Common Stock	6/17/02	S (3)		34,000	D \$0.26
Common Stock	7/09/02	S (4)		565,020	D \$0.26

* 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)

Edgar Filing: INTERPLAY ENTERTAINMENT CORP - Form 4

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Series A Preferred Stock	(1)	3/15/02	C	383,354	Immed.	Common 47,492,162 Stock (1)

Explanation of Responses:
Explanation of Responses:

(1) Titus Interactive SA converted 383,354 shares of Series A Preferred Stock on March 15, 2002. The shares of the Series A Preferred Stock were convertible into a number of shares of Interplay's Common Stock determined by dividing \$27.80 by the Series A Conversion Price in effect on the date of conversion. The original Series A Conversion Price was \$2.78 but was subject to adjustment pursuant to the terms of Interplay's Certificate of Designation of Rights, Preferences, Privileges and Restrictions of Series A

Edgar Filing: INTERPLAY ENTERTAINMENT CORP - Form 4

Preferred Stock. The adjusted Series A Conversion Price on March 15, 2002 was \$0.2244.

- (2) By Titus Interactive SA ("Titus"). The reporting person is an officer, director and principal shareholder of Titus. In such capacity, the reporting person may be deemed to beneficially own shares of common stock beneficially held by Titus, but disclaims such beneficial ownership, except to the extent of his economic interest in these shares. 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.
- (3) Titus sold these shares to its financial advisor to satisfy certain contractual payment obligations.
- (4) Titus sold these shares to its former legal counsel to satisfy certain contractual payment obligations.

/s/ Herve Cain

8/09/02

**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.

Page 2