

SEC NEWS DIGEST

Issue 99-83

April 30, 1999

RULES AND RELATED MATTERS

NEW RULE AND RULE AMENDMENTS CONCERNING INVESTMENT COMPANY FOREIGN CUSTODY ARRANGEMENTS; EXTENSION OF COMPLIANCE DATE FOR PREVIOUS AMENDMENTS

The Commission has issued a release (Rel. IC-23815) that proposes a new Rule 17f-7 under the Investment Company Act and amendments to Rule 17f-5 concerning the foreign custody of investment company assets. The proposals are designed to provide a workable framework under which an investment company can protect its assets while maintaining them with a foreign securities depository. In a companion release (Rel. IC-23814), the Commission is extending the compliance date for previous amendments to Rule 17f-5 (adopted in Rel. No. IC-22658 (May 12, 1997)) from May 1, 1999 to May 1, 2000, or a date to be announced when the Commission takes action on the proposals (except for the amended definition of "eligible foreign custodian," which remains subject to the original June 16, 1998 compliance date). FOR FURTHER INFORMATION, CONTACT: Thomas M.J. Kerwin at (202) 942-0690 (Rels. IC-23815; International Series Rel. 1194 and IC-23814; International Series Rel. 1193)

ENFORCEMENT PROCEEDINGS

COMMISSION INSTITUTES ADMINISTRATIVE AND CEASE AND DESIST PROCEEDINGS AGAINST PRYOR, MCCLENDON, COUNTS & COMPANY, INC., RAYMOND MCCLENDON, ALLEN COUNTS AND THERESA STANFORD

On April 29, the Commission instituted administrative and cease and desist proceedings against Pryor, McClendon, Counts & Company, Inc. (PMC), a registered broker-dealer, former PMC principal Raymond J. McClendon, current PMC principal Allen W. Counts, and the former investment officer of the City of Atlanta, Georgia, Theresa A. Stanford.

The Commission instituted the proceedings to determine (1) whether Stanford, McClendon, and PMC violated the federal securities laws when Stanford steered the City of Atlanta's STRIPS business to PMC while concealing that business from other broker-dealers at a time when PMC and Stanford's husband maintained a financial and business

relationship that was not disclosed to the City; (2) whether McClendon and PMC violated federal securities laws and MSRB rules by making payments through a conduit to a City of Atlanta official; (3) whether Counts and PMC violated federal securities laws and MSRB rules by making campaign contributions to New York City officials and then participating in underwriting New York City negotiated bond offerings; and (4) whether Counts and PMC violated federal securities laws and MSRB rules by failing to maintain accurate books and records of the campaign contributions and other payments that Counts caused PMC to make through a conduit to a New York state public official and a candidate for New York state office.

The Commission instituted the proceedings pursuant to Section 8A of the Securities Act of 1933 and Sections 15(b)(4), 15(b)(6), 19(h)(3), and 21C of the Securities Exchange Act of 1934. A hearing will be held before an Administrative Law Judge to determine whether the allegations are true, and if so, to determine what remedies and sanctions are appropriate and in the public interest. (Rel. 33-7673; 34-41345; File No. 3-9884)

COMMISSION FILES COMPLAINT AGAINST CAL MICRO OFFICERS

On April 27, the Commission filed a settled lawsuit in the Northern District of California against Ashok Chalaka and Deepak Kulkarni alleging illegal insider trading and falsification of books and records. Chalaka acted as the vice president of sales and marketing for California Micro Devices from approximately June 1992 until his termination on December 2, 1994. Kulkarni acted as the company's director of international sales for Cal Micro from July 1992 until his resignation on October 22, 1994.

The Commission's complaint alleges that Chalaka and Kulkarni sold Cal Micro stock in the fourth quarter of fiscal year 1994 knowing that the Company's employees had falsified Cal Micro's books and records, circumvented its internal accounting controls, and artificially inflated its reported revenues. By their trading, Chalaka and Kulkarni illegally avoided losses of approximately \$128,934, and \$30,710, respectively. The complaint also alleges that Chalaka and Kulkarni falsified certain of the Company's books and records during fiscal year 1994.

Simultaneously with the filing of the Commission's complaint, Chalaka and Kulkarni consented to the entry of orders permanently enjoining them from future violations, requiring disgorgement of all losses avoided plus prejudgment interest, and assessing insider trading penalties. Chalaka also agreed to be barred for five years from acting as an officer or director of a public company. [SEC v. Ashok K. Chalaka and Deepak N. Kulkarni, USDC, ND Cal., Civil Action No. C 99-20362, RMW] (LR-16127; AAE Rel. 1131)

**CIVIL ACTION AGAINST RICHARD POWELSON, INDIVIDUALLY AND D/B/A PBS TRUST,
ROGER KLINE AND BRYAN SHORTSLEEVE**

The Commission announced that it has obtained injunctions against two promoters of a get-rich-quick real estate infomercial investment scheme that raised over \$1 million from at least 15 elderly investors. Richard C. Powelson, of Kansas City, Missouri, who did business under the name PBS Trust, and Roger F. Kline, of St. Petersburg, Florida, were permanently enjoined from making fraudulent offers and sales of securities on April 23, and April 16, 1999, respectively, by Judge Steven D. Merryday of the United States District Court for the Middle District of Florida. Powelson and Kline consented, without admitting or denying the Commission's allegations, to entry of the injunctions against violations of the anti-fraud provisions of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5.

The Commission's complaint, filed on May 5, 1998, alleges that between October 1994 and April 1996, Powelson, Kline and others sold investment contracts to raise money to pay for the production and televising of an "infomercial" that encouraged viewers to subscribe to Powelson's get-rich-quick course on real estate investments. Powelson, Kline, and others promised returns of at least 150 percent in six to eight months from the on projected sales of 300,000 real estate courses claiming that Powelson had achieved great past successes with similar infomercials. Such representations were baseless, according to the Commission, because Powelson had never before produced an infomercial, and ones in which he had appeared as a speaker were not successful. Further the defendants failed to disclose that Powelson had previously filed for personal bankruptcy and had been barred from real estate transactions with the Department of Housing and Urban Development.

The Commission's claims against Bryan Shortsleeve, another defendant also from St. Petersburg, Florida, are pending. [SEC v. Richard Carlos Powelson, individually and dba PBS Trust, Roger Frederick Kline, and Bryan Paul Shortsleeve, M.D. Fla., Civil No. 98-949-CIV-T-23F] (LR-16128)

INVESTMENT COMPANY ACT RELEASES

THE GOLDMAN SACHS GROUP, INC., ET AL.

An order has issued on an application filed by The Goldman Sachs Group Inc., et al. under Section 6(c) of the Investment Company Act for an exemption from Section 12(d)(3) of the Act. The order amends a prior order relating to certain registered investment companies advised by Goldman Sachs Asset Management, Liberty Investment Management, Goldman Sachs Asset Management International, and Goldman Sachs Fund Management, L.P, and one or more other investment advisers (Unaffiliated Advisers). The prior order permits the

portion of the portfolio of these registered investment companies advised by an Unaffiliated Adviser (Unaffiliated Portion) to engage in certain principal and brokerage transactions with and to purchase certain securities from Goldman, Sachs & Co. (Goldman Sachs) or a member of an underwriting syndicate in which Goldman Sachs is a principal underwriter. The order permits the Unaffiliated Portion to purchase equity or debt securities issued by The Goldman Sachs Group, Inc. or an affiliated person of The Goldman Sachs Group, Inc., subject to the limits in Rule 12d3-1 under the Act. (Rel. IC-23816 - April 29)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by the American Stock Exchange (SR-Amex-99-03) relating to bond indexed term notes. (Rel. 34-41334)

The Commission approved a proposed rule change filed by the Chicago Stock Exchange (SR-CHX-99-01) that amends its Rule 3 of Article XI to increase the net capital requirements for specialists. Publication of the proposal is expected in the Federal Register during the week of May 3. (Rel. 34-41335)

The Commission approved a proposed rule change filed by the Municipal Securities Rulemaking Board to amend Rule G11, clarifying disclosure requirements in connection with new issues. Publication of the proposal is expected in the Federal Register during the week of May 3. (Rel. 34-41338)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

A proposed rule change filed by the National Association of Securities Dealers adopting interpretive materials regarding future priced securities (SR-NASD-99-14) has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of May 3. (Rel. 34-41337)

A proposed rule change (SR-NASD-99-19) filed by the National Association of Securities Dealers relating to the use of non-SRO arbitration forums, has become effective under Section 19(b)(3)(A) of the Securities Exchange Act of 1934. Publication of the proposal is expected in the Federal Register during the week of May 3. (Rel. 34-41339)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

Registration statements may be obtained in person or by writing to the Commission's Public Reference Branch at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the following e-mail box address: <publicinfo@sec.gov>. In most cases, this information is also available on the Commission's website: <www.sec.gov>.

- F-10 CALL NET ENTERPRISES INC, 2235 SHEPPARD AVENUE EAST,
ATRIA II SUITE 1800, NORTH YORK ONTARIO M2J 5G1, A6 00000 (416) 496-1644 -
747,500,000 (\$747,500,000) STRAIGHT BONDS. (FILE 333-10262 - APR. 21)
(BR. 7)
- F-6 SANTANDER CHILE BANK /ADR/, BANK OF NEW YORK, ONE WALL ST, NEW YORK, NY
10286 (212) 495-1784 - 50,000,000 (\$2,500,000)
DEPOSITARY RECEIPTS FOR COMMON STOCK. (FILE 333-10264 - APR. 21) (BR. 99
- NEW ISSUE)
- S-1 PERSISTENCE SOFTWARE INC, 1720 SOUTH AMPHLETT BLVD., 3RD FLOOR,
SAN MATEO, CA 94402 (650) 341-7733 - \$41,400,000 COMMON STOCK. (FILE
333-76867 - APR. 23) (BR. 3 - NEW ISSUE)
- S-8 DEXTER CORP, ONE ELM ST, WINDSOR LOCKS, CT 06096 (860) 292-7675 -
1,500,000 (\$51,984,000) COMMON STOCK. (FILE 333-76873 - APR. 23) (BR. 2)
- S-8 GREENLAND CORP, 7084 MIRAMAR ROAD 4TH FL, SAN DIEGO, CA 82121
(619) 458-4226 - 876,802 (\$219,200) COMMON STOCK. (FILE 333-76875 -
APR. 23) (BR. 9)
- S-1 WILLIAMS COMMUNICATIONS GROUP INC, ONE WILLIAMS CTR, TULSA, OK 74172
(918) 573-2000 - \$1,300,000,000 STRAIGHT BONDS. (FILE 333-76877 - APR. 23)
(BR. 7)
- S-8 GENERAL EMPLOYMENT ENTERPRISES INC, ONE TOWER LANE - STE 2100,
OAKBROOK TERRACE, IL 60181 (708) 954-0400 - 250,000 (\$1,117,500)
COMMON STOCK. (FILE 333-76879 - APR. 23) (BR. 8)
- S-8 WORONOCO BANCORP INC, C/O WORONOCO SAVINGS BANK, 31 COURT STREET,
WESTFIELD, MA 01086 (413) 568-9141 - 72,647 (\$653,823) COMMON STOCK
(FILE 333-76881 - APR. 23) (BR. 7)
- S-4 IT GROUP INC, 2790 MOSSIDE BLVD, MONROEVILLE, PA 15146 (412) 372-7701 -
225,000,000 (\$225,000,000) STRAIGHT BONDS. (FILE 333-76883 - APR. 23)
(BR. 6)
- S-3 INVESTORS FINANCIAL SERVICES CORP, 200 CLARENDON STREET, PO BOX 1537,
BOSTON, MA 02116 (617) 330-6700 - 900,000 (\$33,271,875) COMMON STOCK
(FILE 333-76885 - APR. 23) (BR. 7)
- S-8 US BANCORP \DE\, FIRST BANK PL, 601 SECOND AVE S, MINNEAPOLIS, MN 55402
(612) 973-1111 - 29,000,000 (\$1,076,625,000) COMMON STOCK (FILE
333-76887 - APR. 23) (BR. 7)
- S-8 TRANS WORLD AIRLINES INC /NEW/, ONE CITY CENTRE, 515 N SIXTH ST,
ST LOUIS, MO 63101 (314) 589-3000 - 250,000 (\$1,367,500) COMMON STOCK
(FILE 333-76889 - APR. 23) (BR. 5)
- S-8 SUNPHARM CORPORATION, 814 HIGHWAY A1A THE VERANDA, SUITE 301,
PONTE VERDA BEACH, FL 32082 (904) 394-2800 - 200,000 (\$400,000)
COMMON STOCK. (FILE 333-76891 - APR. 23) (BR. 9)

S-1 CONTINUUS SOFTWARE CORP /CA, 108 PACIFICA SECOND FLOOR, 714-453-2000,
IRVINE, CA 92718 (949) 453-2200 - \$40,480,000 COMMON STOCK. (FILE
333-76893 - APR 23) (BR. 3)

S-8 TRIDENT MICROSYSTEMS INC, 189 NORTH BERNARDO AVENUE, MOUNTAIN VIEW, CA
94043 (650) 691-9211 - 1,125,000 (\$5,642,741.81) COMMON STOCK. (FILE
333-76895 - APR. 23) (BR. 5)

S-8 RICHARDSON ELECTRONICS LTD/DE, 40W267 KESLINGER RD, LAFOX, IL 60147
(708) 208-2200 - 150,000 (\$832,500) COMMON STOCK. (FILE 333-76897 -
APR. 23) (BR. 5)

S-1 HEALTHGATE DATA CORP, 25 CORPORATE DRIVE, STE 310, BURLINGTON, MA 01803
(781) 685-4000 - \$51,750,000 COMMON STOCK. (FILE 333-76899 - APR. 23)
(NEW ISSUE)

S-8 TCA CABLE TV INC, 3015 SE LOOP 323, TYLER, TX 75701 (903) 595-3701 -
1,080,000 (\$45,630,000) COMMON STOCK. (FILE 333-76901 - APR. 23) (BR. 7)

S-8 PRESSTEK INC /DE/, 8 COMMERCIAL STREET, HUDSON, NH 03051 (603) 595-7000
- 3,500,000 (\$27,755,000) COMMON STOCK. (FILE 333-76905 - APR. 23)
(BR. 5)

S-3 NISOURCE INC, 801 E 86TH AVENUE, MERRILLVILLE, IN 46410 (219) 853-5200
- 273,000 (\$7,379,190) COMMON STOCK. (FILE 333-76909 - APR. 20) (BR 2)

S-1 MEWBOURNE ENERGY PARTNERS 99-A LP, P O BOX 7698, TYLER, TX 75711
(903) 561-2900 - 36,000 (\$20,000,000) LIMITED PARTNERSHIP CERTIFICATE.
(FILE 333-76911 - APR 23) (NEW ISSUE)

S-8 WEBTRENDS CORP, 621 SW MORRISON ST, SUITE 1300, PORTLAND, OR 97205
(503) 294-7025 - 37,878 (\$1,801,385) COMMON STOCK. (FILE 333-76913 -
APR 23) (BR. 3)

S-8 CIENA CORP, 1201 WINTERSON ROAD, LINTHICUM, MD 21090 (410) 865-8500 -
2,521,120 (\$6,702,309) COMMON STOCK. (FILE 333-76915 - APR. 23) (BR. 7)

S-8 CAPITAL BANK CORP, 4400 FALLS OF NEUSE ROAD, RALEIGH, NC 27609
(919) 878-3100 - 563,099 (\$5,771,764.70) COMMON STOCK. (FILE 333-76919 -
APR. 23) (BR. 7)

S-4 SIMMONS FIRST NATIONAL CORP, 501 MAIN STREET,
C/O SIMMONS FIRST NATIONAL CORP, PINE BLUFF, AR 71601 (870) 541-1000 -
785,000 (\$13,350,254) COMMON STOCK. (FILE 333-76921 - APR. 23) (BR. 7)

S-8 LEGATO SYSTEMS INC, 3210 PORTER DR, PALO ALTO, CA 94304 (650) 812-6240
- 157,600 (\$3,024,344) COMMON STOCK. (FILE 333-76923 - APR. 23) (BR. 3)

S-8 BERINGER WINE ESTATES HOLDINGS INC, 1000 PRATT AVE, ST HELENA, CA 94574
(707) 963-7115 - 300,000 (\$11,841,000) COMMON STOCK. (FILE 333-76925 -
APR. 23) (BR 2)

S-1 ROBOTIC VISION SYSTEMS INC, 5 SHAWMUT ROAD, CANTON, MA 02021
(781) 821-0830 - 11,659,583 (\$24,776,613.88) COMMON STOCK. (FILE
333-76927 - APR. 23) (BR. 5)

S-8 WILLIAMS COMPANIES INC, ONE WILLIAMS CTR, TULSA, OK 74172 (918) 573-2000
- 500,000 (\$21,750,000) COMMON STOCK. (FILE 333-76929 - APR. 23) (BR 2)

S-1 FIRST NATIONAL COMMUNITY BANCORP INC, 102 EAST DRINKER STREET, DUMORE,
PA 18512 (717) 348-6438 - 250,000 (\$10,250,000) COMMON STOCK. (FILE
333-76933 - APR. 23) (BR. 7)

S-8 CROWN CORK & SEAL CO INC, ONE CROWN WAY, PHILADELPHIA, PA 19154
(215) -69-8-51 - 1,000,000 (\$33,160,000) COMMON STOCK (FILE 333-76935 -
APR. 23) (BR. 6)

S-4 GENESIS MICROCHIP INC, 200 TOWN CENTER BLVD, STE 400,
MARKHAM ONTARIO CANA, A6 (905) 470-2742 - 4,500,000 (\$1,538,017)
COMMON STOCK. (FILE 333-76937 - APR. 23) (BR 5)

S-8 AMERICAN HOME PRODUCTS CORP, 5 GIRALDA FARMS, MADISON, NJ 07940
(973) 660-5835 - 85,250,000 (\$4,008,796,875) COMMON STOCK (FILE
333-76939 - APR. 23) (BR 1)

S-1 GOLDEN AMERICAN LIFE INSURANCE CO /NY/, 1475 DUNWOODY DRIVE, SUITE 400,
WEST CHESTER, PA 19380 (610) -42-5-35 - \$77,000,000
VARIABLE ANNUITY ISSUES. (FILE 333-76941 - APR. 23) (BR. 20)

S-8 MONTEREY PASTA CO, 1528 MOFFETT ST, STE 500, SALINAS, CA 93905
(408) 753-6262 - 300,000 (\$699,000) COMMON STOCK (FILE 333-76943 -
APR. 23) (BR. 4)

S-1 GOLDEN AMERICAN LIFE INSURANCE CO /NY/, 1475 DUNWOODY DRIVE, SUITE 400,
WEST CHESTER, PA 19380 (610) -42-5-35 - \$630,000,000
VARIABLE ANNUITY ISSUES (FILE 333-76945 - APR. 23) (BR. 20)

SB-2 ID SYSTEMS INC, 35 FRANKLIN SQUARE, ROCHESTER N.Y., NY 14605
(000) 000-0000 - 2,300,000 (\$18,400,000) COMMON STOCK. 200,000
(\$1,920,000) WARRANTS, OPTIONS OR RIGHTS (FILE 333-76947 - APR. 23)
(BR. 4)

S-3 DYCOM INDUSTRIES INC, 4440 PGA BLVD. STE 600, FIRST UNION CENTER,
PALM BEACH GARDENS, FL 33410 (561) 627-7171 - 3,105,000 (\$134,291,250)
COMMON STOCK. (FILE 333-76949 - APR. 23) (BR. 6)

S-3 KERR MCGEE CORP, KERR MCGEE CTR, 123 ROBERT S KERR, OKLAHOMA CITY, OK
73102 (405) 270-1313 (FILE 333-76951 - APR. 23) (BR. 4)

S-1 ARIBA INC, 1314 CHESAPEAKE TERRACE, SUNNYVALE, CA 94089 (408) 543-3800
- \$50,000,000 COMMON STOCK. (FILE 333-76953 - APR 23) (NEW ISSUE)

S-1 NFRONT INC, 520 GUTHRIDGE COURT, NW SUITE 100, NORCROSS, GA 30092 -
\$49,000,000 COMMON STOCK. (FILE 333-76955 - APR. 23) (NEW ISSUE)

S-8 RARE MEDIUM GROUP INC, 44 WEST 18TH STREET, NEW YORK, NY 10011
(212) 634-6950 - 10,000,000 (\$95,937,500) COMMON STOCK. (FILE 333-76957 -
APR 23) (BR 3)

S-8 E DIGITAL CORP, 13114 EVENING CREEK DR S, SAN DIEGO, CA 92128
(619) 679-1504 - 250,000 (\$121,250) COMMON STOCK. (FILE 333-76959 -
APR 23) (BR 2)

S-8 E DIGITAL CORP, 13114 EVENING CREEK DR S, SAN DIEGO, CA 92128
(619) 679-1504 - 10,000,000 (\$2,459,048) COMMON STOCK. (FILE 333-76961 -
APR 23) (BR 2)

S-8 RHYTHMS NET CONNECTIONS INC, 7337 S REVERE PKWY SUITE 100, ENGLEWOOD, CO
80112 (303) 476-4200 - 6,096,775 (\$378,762,146.90) COMMON STOCK. (FILE
333-76963 - APR. 23) (BR. 7)

S-4 PRIMUS TELECOMMUNICATIONS GROUP INC, 1700 OLD MEADOW ROAD, STE 425,
MCLEAN, VA 22102 (703) 902-2800 - 200,000,000 (\$200,000,000)
STRAIGHT BONDS. (FILE 333-76965 - APR. 23) (BR. 7)

S-3 COLUMBUS ENERGY CORP, 1660 LINCOLN ST #2400, DENVER, CO 80264
(303) 861-5252 - 673,583 (\$3,915,202) COMMON STOCK. (FILE 333-76967 -
APR 23) (BR. 4)

S-3 SUGEN INC, 351 GALVESTON DR, REDWOOD CITY, CA 94063 (650) 306-7700 -
3,240,000 (\$49,815,000) COMMON STOCK (FILE 333-76969 - APR. 23) (BR 1)

S-4 MMI PRODUCTS INC, 515 W GREENS RD, STE 710, HOUSTON, TX 77067
(281) 876-0080 - 30,000,000 (\$30,000,000) STRAIGHT BONDS. (FILE 333-76971
- APR. 23) (BR. 6)

S-3 MATRITECH INC/DE/, 330 NEVADA ST, NEWTON, MA 02160 (617) 661-6660 -
3,094,965 (\$3,820,347) COMMON STOCK. (FILE 333-76973 - APR. 23) (BR. 1)

S-4 W HOLDING CO INC, 17 WEST MCKINLEY STREET, MAYAGUEZ, PR 00681
(787) 834-8617 - 42,000,000 (\$643,146,000) COMMON STOCK. 1,219,000
(\$30,475,000) PREFERRED STOCK (FILE 333-76975 - APR. 23) (NEW ISSUE)

SB-2 DENTAL MEDICAL DIAGNOSTIC SYSTEMS INC, 200 N WESTLAKE BLVD SUITE 202,
 PO BOX 74, WESTLAKE VILLAGE, CA 91362 (805) 381-2700 - 2,000,000
 (\$16,160,000) COMMON STOCK. (FILE 333-76977 - APR. 26) (BR 5)

S-2 SOURCE INFORMATION MANAGEMENT CO, 11644 LILBURN PARK RD, ST LOUIS, MO
 63146 (314) 995-9040 - 4,600,000 (\$56,350,000) COMMON STOCK (FILE
 333-76979 - APR. 23) (BR. 2)

S-1 QUOKKA SPORTS INC, 525 BRANNAN STREET, GROUND FLOOR, SAN FRANCISCO, CA
 94107 (415) 908-3800 - \$57,500,000 COMMON STOCK (FILE 333-76981 -
 APR. 23)

S-3 ESG RE LTD, SKANDIA INTERNATIONAL HOUSE, 16 CHURCH STREET, HAMILTON,
 BERMUDA, D0 (441) 295-2185 - 2,000,000 (\$33,880,000) COMMON STOCK. (FILE
 333-76983 - APR. 23) (BR. 1)

S-1 AUDIBLE INC, 65 EILLOWBROOK BOULEVARD, WAYNE, NJ 07470 (973) 890-4070 -
 \$46,000,000 COMMON STOCK. (FILE 333-76985 - APR. 26)

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events.

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.
- Item 9. Regulation S Offerings

The following companies have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. 8-K reports may be obtained in person or by writing to the Commission's Public Reference Branch at 450 Fifth Street, N.W., Washington, D.C. 20549 or at the following e-mail box address: <publicinfo@sec.gov>. In most cases, this information is also available on the Commission's website <www.sec.gov>.

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
ABN AMRO MORTGAGE CORP	DE	X									04/25/99	
ABN AMRO MORTGAGE CORP SERIES 1998- 2	DE	X									04/25/99	
ABN AMRO MORTGAGE CORP SERIES 1998- 3	DE	X									04/25/99	
ABN AMRO MORTGAGE CORP SERIES 1998- 4	DE	X									04/25/99	
ABN AMRO MORTGAGE CORP SERIES 1998- 5	DE	X									04/25/99	
ABN AMRO MORTGAGE CORP SERIES 1999- 1	DE	X									04/25/99	
ABN AMRO MORTGAGE CORP SERIES 1999- 2	DE	X									04/25/99	
ABN AMRO MORTGAGE CORP SERIES 1999- 3	DE				X						04/26/99	
ACTIVISION INC /NY	DE			X	X						04/29/99	
ADRENALIN INTERACTIVE INC	DE			X	X						04/28/99	
AEI RESOURCES INC	DE			X	X						12/31/98	AMEND

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT	
		1	2	3	4	5	6	7	8			9
AFG RECEIVABLES CORP	CA				X						04/15/99	
AFG RECEIVABLES CORP	CA				X						04/15/99	
AFG RECEIVABLES CORP	CA				X						04/15/99	
AFG RECEIVABLES CORP	CA				X						04/15/99	
AFG RECEIVABLES CORP	CA				X						04/15/99	
AK STEEL HOLDING CORP	DE				X	X					04/27/99	
ALYN CORP	DE	X									01/08/99	
AMAZON COM INC	DE				X	X					04/28/99	
AMERICAN COIN MERCHANDISING INC	DE				X	X					04/26/99	
AMERICAN GENERAL FINANCE CORP	IN				X						04/28/99	
AMERICAN PAD & PAPER CO	DE				X						04/28/99	
AMERICAN TELECASTING INC/DE/	DE				X	X					04/26/99	
AMERICOM USA INC	DE	X				X	X				02/08/99	AMEND
ANTENNA PRODUCTS INC	DE	X									04/22/99	
APACHE CORP	DE				X	X					04/26/99	
APPLIED MICRO CIRCUITS CORP	DE				X						04/29/99	
ARCH COMMUNICATIONS GROUP INC /DE/	DE				X						04/28/99	
ARCH COMMUNICATIONS INC	DE				X						04/28/99	
ARGENT CAPITAL CORP	NV	X				X					04/12/99	
ARNOLD PALMER GOLF CO	TN				X	X					04/29/99	
ATLAS AIR INC	DE					X					04/13/99	
AZTAR CORP	DE				X	X					04/27/99	
BA MERCHANT SERVICES INC	DE				X	X					04/28/99	
BALLY TOTAL FITNESS HOLDING CORP	DE				X	X					04/28/99	
BANKERS TRUST CORP	NY				X	X					04/27/99	
BARGO ENERGY CO	UT				X	X					04/26/99	
BB&T CORP	NC					X					02/25/99	AMEND
BB&T CORP	NC				X						04/28/99	
BEAR STEARNS ASSET BACKED SECURITIE S INC	DE				X	X					04/28/99	
BECTON DICKINSON & CO	NJ				X						04/28/99	
BELL ATLANTIC CORP	DE				X						04/28/99	
BELMONT BANCORP	OH	X									04/28/99	
BILLING CONCEPTS CORP	DE				X	X					04/22/99	
BIOSEBRA INC	DE				X	X					04/14/99	
BLACK BOX CORP	DE				X	X					04/28/99	
BMC SOFTWARE INC	DE	X				X					03/14/99	
BOATMENS AUTO TRUST 1995-A	DE				X	X					04/15/99	
BOATMENS AUTO TRUST 1996-A	DE				X	X					04/15/99	
BOSTON PROPERTIES INC	DE				X	X					04/27/99	
BROOKDALE LIVING COMMUNITIES INC	DE				X						04/27/99	
CABOT INDUSTRIAL PROPERTIES LP	DE				X	X					04/29/99	
CABOT INDUSTRIAL TRUST	MD				X	X					04/29/99	
CADMUS COMMUNICATIONS CORP/NEW	VA				X	X					04/29/99	
CAI WIRELESS SYSTEMS INC	CT	X									04/16/99	
CASTLE BANGROUP INC	DE				X	X					04/29/99	
CATALINA LIGHTING INC	FL				X	X					04/21/99	
CATERPILLAR FINANCIAL FUNDING CORP	NV	X									04/26/99	
CBL & ASSOCIATES PROPERTIES INC	DE				X						03/31/99	
CENTENNIAL BANC SHARE CORP	CO					X					04/28/99	
CENTEX DEVELOPMENT CO LP	DE	X				X					04/15/99	
CENTRAL COAL & COKE CORP	DE				X						04/21/99	
CHAMPION ENTERPRISES INC	MI				X	X					04/22/99	
CHAPARRAL RESOURCES INC	CO				X	X					04/21/99	
CHAPARRAL RESOURCES INC	CO				X	X					04/21/99	
CHARMING SHOPPES INC	PA				X						04/26/99	
CHARTER MUNICIPAL MORTGAGE ACCEPTAN CE CO	MD				X	X					04/15/99	
CHASE MORTGAGE FINANCE CORP	DE				X	X					04/28/99	
CHATTEM INC	TN				X	X					04/27/99	
CHURCHILL DOWNS INC	KY	X				X					04/23/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT	
		1	2	3	4	5	6	7	8	9			
CITICORP MORTGAGE SECURITIES INC	DE		X									04/29/99	
CITIZENS FIRST FINANCIAL CORP	DE				X							04/28/99	
COLTEC INDUSTRIES INC	PA				X	X						04/21/99	
COMPLETE BUSINESS SOLUTIONS INC	MI		X				X					04/20/99	
COMTEC INTERNATIONAL INC	NM		X									04/15/99	
CONCENTRA MANAGED CARE INC	DE				X	X						04/28/99	
CONNECTICUT ENERGY CORP	CT				X							04/22/99	
CONNECTICUT LIGHT & POWER CO	CT				X							04/27/99	
CONNECTIVITY TECHNOLOGIES INC	DE				X							04/27/99	
CONSOLIDATED GRAPHICS INC /TX/	TX				X	X						04/27/99	
CONTIMORTGAGE HOME EQUITY TRUST 199	NY				X	X						04/25/99	
9-1													
CONTIMORTGAGE HOME EQUITY TRUST 199	NY				X	X						04/25/99	
9-2													
CORNUCOPIA RESOURCES LTD						X						04/28/99	
CORT BUSINESS SERVICES CORP	DE				X	X						04/21/99	
CPAC INC	NY				X	X						04/20/99	
CTC COMMUNICATIONS CORP	MA				X							04/28/99	
CURATIVE HEALTH SERVICES INC	MN	X										04/29/99	
CWMBS INC	DE						X					04/29/99	
DAIMLER BENZ AUTO GRANTOR TRUST 199	DE				X	X						04/20/99	
7 A													
DAIMLER BENZ VEHICLE OWNER TRUST 19	DE				X	X						04/20/99	
98-A													
DAIMLER BENZ VEHICLE TRUST 1996-A	DE				X	X						04/20/99	
DATA TRANSLATION INC /NEW/	DE				X	X						04/14/99	
DATASTREAM SYSTEMS INC	DE				X							12/31/99	
DATATRAK INTERNATIONAL INC	OH		X		X	X						04/20/99	
DIAL CORP /NEW/	DE				X							04/28/99	
DISCOVER CARD MASTER TRUST I	DE				X	X						04/27/99	
DLJ MORTGAGE ACCEPTANCE CORP	DE				X	X						04/26/99	
DOBSON COMMUNICATIONS CORP	OK				X							04/27/99	
DYCOM INDUSTRIES INC	FL				X							04/27/99	
ELECTRONIC DATA SYSTEMS CORP /DE/	DE				X	X						04/29/99	
EQUITY MARKETING INC	DE				X							04/29/99	
EQUITY ONE ABS INC	DE				X							04/26/99	
EXECUTONE INFORMATION SYSTEMS INC	VA				X							04/14/99	
EXPERT SOFTWARE INC	DE				X	X						04/19/99	
FACTORY CARD OUTLET CORP	DE				X	X						03/23/99	
FARM FAMILY HOLDINGS INC	DE				X							04/28/99	
FEDERAL REALTY INVESTMENT TRUST	DC				X	X						03/31/99	
FIND SVP INC	NY				X	X						05/22/99	
FIRST BANCORP /PR/	PR					X						04/26/99	
FIRST FEDERAL BANKSHARES INC			X		X	X						04/13/99	
FIRST FEDERAL FINANCIAL CORPORATION	KY				X							04/20/99	
OF KENTUCKY													
FIRST FEDERAL FINANCIAL CORPORATION	KY				X							04/20/99	
OF KENTUCKY													
FIRST OMNI BANK CREDIT CARD MASTER							X					03/31/99	
TRUST													
FIRST UNION REAL ESTATE EQUITY & MO	OH				X	X						04/29/99	
RTGAGE INVESTMENTS													
FLIR SYSTEMS INC	OR				X	X						04/28/99	
FMS FINANCIAL CORP	NJ	X										03/31/99	
FORE SYSTEMS INC /DE/	DE				X	X						04/26/99	
FPA MEDICAL MANAGEMENT INC	DE				X	X						04/15/99	
FRANKLIN ELECTRONIC PUBLISHERS INC	PA				X	X						04/15/99	
FRIEDMAN BILLINGS RAMSEY GROUP INC	VA				X							04/28/99	
GE CAPITAL MORTGAGE SERVICES INC	NJ				X	X						04/22/99	
GE CAPITAL MORTGAGE SERVICES INC	NJ				X	X						04/27/99	

NAME OF ISSUER	STATE CODE	BK ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
GENTA INCORPORATED /DE/	DE				X	X					04/27/99	AMEND
GEON CO	DE				X	X					04/27/99	
GLOBAL MAINTTECH CORP	MN	X				X					04/14/99	
GLOBAL TELESYSTEMS GROUP INC	DE				X	X					04/14/99	
GOLD BANC CORP INC	KS				X						04/28/99	
GREEN TREE FINANCIAL CORP	MN				X	X					03/31/99	
GROUP 1 AUTOMOTIVE INC	DE				X	X					04/22/99	
GTE CORP	NY				X						04/28/99	
HALLIBURTON CO	DE				X	X					04/21/99	
HALLIBURTON CO	DE				X	X					04/26/99	
HAVEN BANCORP INC	DE				X	X					04/26/99	
HAWAII NATIONAL BANCSHARES INC	HI				X						04/27/99	
HEALTHCARE RECOVERIES INC	DE	X				X					02/15/99	AMEND
HERITAGE FINANCIAL CORP /WA/	WA				X	X					04/26/99	
HERTZ CORP	DE				X	X					04/27/99	
HIGH PLAINS CORP	KS	X									04/27/99	
HOME BANCORP/IN	IN					X					04/28/99	
HUTTON GSH COMMERCIAL PROPERTIES 3	VA	X									04/14/99	
IBM CREDIT CORP	DE				X						03/31/99	
IBM CREDIT RECEIVABLES INC	DE				X	X					04/15/99	
IBM CREDIT RECEIVABLES LEASE ASSET	DE				X	X					04/15/99	
MASTER TRUST												
ILLINOIS SUPERCONDUCTOR CORPORATION	DE				X	X					04/28/99	
INFINITE GROUP INC	DE	X				X					04/16/99	
INSCI CORP	DE				X						04/27/99	
INSO CORP	DE				X						03/25/99	
INSO CORP	DE				X						04/29/99	
INTEGRATED ELECTRICAL SERVICES INC	DE				X	X					04/29/99	
INTELLICELL CORP	DE				X	X					04/21/99	
INTERACTIVE NETWORK INC /CA	CA				X	X					04/23/99	
INTERMEDIA COMMUNICATIONS INC	DE				X	X					04/29/99	
INTERNATIONAL BANCSHARES CORP	TX				X	X					04/07/99	
INTERNATIONAL BUSINESS MACHINES CORP	NY				X	X					04/27/99	
P												
INTERNATIONAL GAME TECHNOLOGY	NV	X									04/29/99	
INTERNATIONAL GAME TECHNOLOGY	NV	X									04/30/99	
INTERNET COMMERCE CORP	DE				X	X					04/28/99	AMEND
INVESTORS FINANCIAL SERVICES CORP	DE				X	X					03/17/99	
ITC DELTACOM INC	DE				X	X					04/15/99	
JUST FOR FEET INC	DE				X	X					04/15/99	
KEY CONSUMER ACCEPTANCE CORP	DE				X	X					04/15/99	
KEY CONSUMER ACCEPTANCE CORP	DE				X	X					04/15/99	
KMC TELECOM HOLDINGS INC	DE				X						04/28/99	
LANCE INC	NC	X				X					04/14/99	
LAWTER INTERNATIONAL INC	DE				X	X					04/28/99	
LEXMARK INTERNATIONAL GROUP INC	DE	X									04/29/99	
LOCAL FINANCIAL CORP /NV	DE				X	X					04/27/99	
LXR BIOTECHNOLOGY INC	DE				X	X					04/23/99	
MAINE PUBLIC SERVICE CO	ME				X						04/28/99	
MALLINCKRODT INC /MO	NY				X						04/27/99	
MANUGISTICS GROUP INC	DE				X	X					04/27/99	
MEDIAONE GROUP INC	DE				X						03/31/99	
MEDQUIST INC	NJ				X						04/27/99	
MENTORTECH INC	DE				X	X					04/27/99	
MERRILL CORP	MN	X				X					04/14/99	
MERRILL LYNCH MORTGAGE INVESTORS IN	DE				X	X					04/28/99	
C												
MICROSEMI CORP	DE	X				X					04/14/99	
MITEL CORP					X	X					04/22/99	
ML MEDIA PARTNERS LP	NY				X	X					04/27/99	

NAME OF ISSUER	STATE CODE	8K ITEM NO.									DATE	COMMENT	
		1	2	3	4	5	6	7	8	9			
MORGAN STANLEY CAPITAL I INC MORT P ASS THR CERT SER 1998-HF1	DE	X										04/25/99	
MORTON INDUSTRIAL GROUP INC	GA		X			X						04/15/99	
MURPHY OIL CORP /DE	DE				X	X						04/21/99	
NATIONAL TECHTEAM INC /DE/	DE				X	X						04/29/99	
NATIONSBANK AUTO OWNER TRUST 1996-A	DE				X	X						04/15/99	
NATIONSBANK NA	NC				X	X						04/15/99	
NATIONSBANK OF DELAWARE NA	DE				X	X						04/15/99	
NATIONSCREDIT GRANTOR TRUST 1996-1	DE				X	X						04/15/99	
NATIONSCREDIT GRANTOR TRUST 1997-1	DE				X	X						04/15/99	
NATIONSCREDIT GRANTOR TRUST 1997-2	DE				X	X						04/15/99	
NORFOLK SOUTHERN CORP	VA				X	X						04/26/99	
NORTH COUNTRY FINANCIAL CORP	MI				X							04/12/99	
NORTHEAST UTILITIES SYSTEM	MA				X							04/27/99	
NORTHERN TELECOM LTD					X							04/27/99	
NORWEST ASSET SECURITIES CORP	DE				X	X						04/28/99	
NPC INTERNATIONAL INC	KS					X						04/20/99	AMEND
OAKWOOD MORTGAGE INVESTORS INC	NC				X	X						04/29/99	
OMNI ENERGY SERVICES CORP					X							03/31/99	
ONEOK INC /NEW/	OK				X	X						04/29/99	AMEND
OPTION ONE MORTGAGE ACCEPTANCE CORP	DE				X	X						04/28/99	
ORBCOMM GLOBAL L P	DE				X							04/22/99	
ORBITAL IMAGING CORP	DE				X							04/22/99	
ORBITAL SCIENCES CORP /DE/	DE				X							04/22/99	
OXFORD HEALTH PLANS INC	DE				X	X						04/29/99	
PARACELSUS HEALTHCARE CORP	CA		X									04/15/99	
PATHNET INC	DE				X	X						04/13/99	
PBOC HOLDINGS INC					X	X						04/27/99	
PC QUOTE INC	DE				X							04/14/99	
PENN AMERICA GROUP INC	PA				X	X						04/28/99	
PHOTOGEN TECHNOLOGIES INC	NV				X	X						04/13/99	
PHOTOGEN TECHNOLOGIES INC	NV				X	X						04/15/99	
PHYSICIANS RESOURCE GROUP INC	DE				X	X						04/20/99	
PNC BANK CORP	PA				X	X						04/22/99	
PNC MORTGAGE SECURITIES CORP MORT P ASS THRO CERT SER 1999-4	DE				X	X						04/28/99	
PRECEPT BUSINESS SERVICES INC	TX				X	X						04/27/99	
PROLOGIC MANAGEMENT SYSTEMS INC	AZ				X	X						03/15/99	AMEND
PROVINCE HEALTHCARE CO	DE				X	X						04/12/99	
PS BUSINESS PARKS INC/CA	CA				X	X						04/28/99	
PTI HOLDING INC	DE		X									04/14/99	
RACING CHAMPIONS CORP	DE		X			X						04/13/99	
RALCORP HOLDINGS INC /MO	MO		X									04/29/99	
RAMAPO FINANCIAL CORP	NJ				X	X						04/27/99	
RARE MEDIUM GROUP INC	DE		X			X						04/14/99	
RAYTEL MEDICAL CORP	DE				X	X						04/28/99	
RDO EQUIPMENT CO	ND				X							04/23/99	
REDDING BANCORP	CA				X							04/30/99	
REDWOOD EMPIRE BANCORP	CA				X							03/31/99	
RESIDENTIAL ACCREDIT LOANS INC	DE					X						04/28/99	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES I INC	DE					X						04/28/99	
RESIDENTIAL FUNDING MORTGAGE SECURI TIES II INC	DE				X	X						03/23/99	
RIVIERA TOOL CO	MI				X							04/27/99	
SANMINA CORP/DE	DE				X	X						04/28/99	
SANMINA CORP/DE	DE				X							04/28/99	
SCIOS INC	DE				X							04/27/99	
SECURITIES RESOLUTION ADVISORS INC	DE				X	X						02/15/99	
SECURITY FIRST TECHNOLOGIES CORP	DE				X	X						04/14/99	

NAME OF ISSUER	STATE CODE	BK ITEM NO.									DATE	COMMENT
		1	2	3	4	5	6	7	8	9		
SERVICE MERCHANDISE CO INC	TN				X	X					04/29/99	
SI HANDLING SYSTEMS INC	PA				X	X					05/30/99	
SMITH INTERNATIONAL INC	DE				X	X					04/21/99	
SOLO SERVE CORP	DE				X	X					04/26/99	
SOURCE ONE MORTGAGE SERVICES CORP	DE					X					04/26/99	
SOURCE ONE MORTGAGE SERVICES CORP	DE					X					04/26/99	
SOUTHWEST GAS CORP	CA				X	X					04/25/99	
SPEEDWAY MOTORSPORTS INC	DE				X	X					04/29/99	
STANLEY WORKS	CT				X	X					04/28/99	
STEEL DYNAMICS INC	IN				X	X					04/19/99	
SUMMIT TECHNOLOGY INC	MA				X						04/26/99	
SUPERIOR BANK FSB AFC MORTGAGE LN A	IL				X	X					04/26/99	
SSET BK CERT SER 1999 1												
SW VENTURES INC	NV	X	X		X	X	X	X	X		04/14/99	
SYMMETRICOM INC	CA		X			X					04/14/99	
SYNOVUS FINANCIAL CORP	GA				X	X					04/27/99	
TALBOTS INC	DE				X	X					04/28/99	
TAVA TECHNOLOGIES INC	CO				X						07/29/99	
TELLABS INC	DE				X						04/29/99	
TEXACO INC	DE				X	X					04/28/99	
TICKETMASTER ONLINE CITYSEARCH INC	DE				X	X					03/29/99	
TOROTEL INC	MO	X									04/19/99	
TRICON GLOBAL RESTAURANTS INC	NC		X								04/28/99	
U S TECHNOLOGIES INC	DE		X								02/15/99	AMEND
UNIPHASE CORP /CA/	DE				X	X					11/25/98	AMEND
UNISOURCE WORLDWIDE INC	DE				X	X					04/27/99	
UNITED FINANCIAL MORTGAGE CORP	IL	X									04/28/99	
UNITED ILLUMINATING CO	CT		X			X					04/16/99	
UNITED NATIONAL BANCORP	NJ				X	X					04/21/99	
UNOCAL CORP	DE				X						04/28/99	
USASURANCE GROUP INC	CO					X					02/18/99	AMEND
USN COMMUNICATIONS INC	DE				X	X	X				04/01/99	AMEND
VALHI INC /DE/	DE				X	X					04/28/99	
VALLEY FINANCIAL CORP /VA/	VA	X									04/29/99	
VALUEVISION INTERNATIONAL INC	MN				X	X					04/15/99	
VANDERBILT MORT & FIN INC MFR HSG S	TN				X	X					03/08/99	
R SUB PA TH CE SR 1998C												
VANDERBILT MORT & FIN INC MFR HSG S					X	X					03/08/99	
R SUB PA TH CE SR 1998D												
VANDERBILT MORT & FIN INC PASS THRO	TN				X	X					03/08/99	
U CERT SER 1999A												
VION PHARMACEUTICALS INC	DE				X	X					04/15/99	
WALL STREET DELI INC	DE				X	X					04/22/99	
WASTE CONNECTIONS INC/DE	DE		X			X					03/31/99	AMEND
WEATHERFORD INTERNATIONAL INC /NEW/	DE				X	X					04/29/99	
WELLS FARGO & CO/MN	DE				X	X					04/27/99	
WESTERN BANCORP	CA				X	X					04/15/99	
WESTERN MASSACHUSETTS ELECTRIC CO	MA				X						04/27/99	
WILLIAMS COMPANIES INC	DE				X	X					04/26/99	
WILLIAMS INDUSTRIES INC	VA				X	X					04/16/99	
Z AXIS CORP	CO				X						04/19/99	AMEND
24/7 MEDIA INC	DE				X	X					04/28/99	