

Edgar Filing: GENESIS MICROCHIP INC - Form SC 13G

GENESIS MICROCHIP INC
Form SC 13G
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. __)*

GENESIS MICROCHIP INC.

(Name of Issuer)

Common Shares, no par value

(Title of Class of Securities)

371933102

(CUSIP Number)

December 31, 2001

(Date of Event which Requires Filing
of this Statement)

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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on 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).

Continued on following pages
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Exhibit Index: Page 11

SCHEDULE 13G

CUSIP No. 371933102

Page 2 of 15 Pages

1 Names of Reporting Persons

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

ANDOR CAPITAL MANAGEMENT, L.L.C.

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

- a.
- b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

| | | |
|---|---|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5 | Sole Voting Power 1,913,300 |
| | 6 | Shared Voting Power 0 |
| | 7 | Sole Dispositive Power 1,913,300 |
| | 8 | Shared Dispositive Power 0 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,913,300

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

11 Percent of Class Represented By Amount in Row (9)

9.12%

12 Type of Reporting Person (See Instructions)

IA

CUSIP No. 371933102

Page 3 of 15 Pages

1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

ANDOR CAPITAL MANAGEMENT, INC.

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

- a.
- b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

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| | | |
|---|---|-------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5 | Sole Voting Power 1,913,300 |
| | 6 | Shared Voting Power 0 |
| | 7 | Sole Dispositive Power 1,913,300 |
| | 8 | Shared Dispositive Power 0 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,913,300

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

11 Percent of Class Represented By Amount in Row (9)
9.12%

12 Type of Reporting Person (See Instructions)
HC

CUSIP No. 371933102

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

DANIEL C. BENTON

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

3 SEC Use Only

4 Citizenship or Place of Organization
UNITED STATES

| | | |
|---|---|---------------------------------------|
| Number of Shares Beneficially Owned By Each Reporting Person With | 5 | Sole Voting Power 0 |
| | 6 | Shared Voting Power 1,913,300 |
| | 7 | Sole Dispositive Power 0 |
| | 8 | Shared Dispositive Power 1,913,300 |

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9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,913,300

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

11 Percent of Class Represented By Amount in Row (9)
9.12%

12 Type of Reporting Person (See Instructions)
IN, HC

CUSIP No. 371933102

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1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
CHRISTOPHER M. JAMES

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

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

| | |
|---|--------------------------|
| 5 | Sole Voting Power |
| Number of Shares Beneficially Owned By Each Reporting Person With | 0 |
| 6 | Shared Voting Power |
| | 1,913,300 |
| 7 | Sole Dispositive Power |
| | 0 |
| 8 | Shared Dispositive Power |
| | 1,913,300 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person
1,913,300

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

11 Percent of Class Represented By Amount in Row (9)
9.12%

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12 Type of Reporting Person (See Instructions)

IN, HC

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Item 1(a) Name of Issuer:

Genesis Microchip Inc. (the "Issuer")

Item 1(b) Address of the Issuer's Principal Executive Offices:

165 Commerce Valley Drive West, Thornhill, Ontario, Canada L3T 7V8

Item 2(a) Name of Person Filing:

The Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Andor Capital Management, L.L.C. ("Andor Capital Management, L.L.C.");
- ii) Andor Capital Management, Inc. ("Andor Capital Management, Inc.");
- ii) Daniel C. Benton ("Mr. Benton"); and
- iii) Christopher M. James ("Mr. James").

This statement relates to shares (as defined herein) held for the accounts of the discretionary advisory clients of Andor Capital Management, L.L.C.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the reporting persons is 4 Stamford Plaza, 107 Elm Street, 7th Floor, Stamford, CT 06902.

Item 2(c) Citizenship:

- 1) Andor Capital Management, L.L.C., is a Delaware limited liability company;
- 2) Andor Capital Management, Inc. is a Delaware corporation;
- 3) Mr. Benton is a citizen of the United States; and
- 4) Mr. James is a citizen of the United States.

Item 2(d) Title of Class of Securities:

Common shares, no par value (the "Shares").

Item 2(e) CUSIP Number:

371933102

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o.).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c.).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c.).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of investment company under section 3(c)(14) of Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of December 31, 2001, each of the Reporting Persons may be deemed the beneficial owner of 1,913,300 Shares.

Item 4(b) Percent of Class:

The number of Shares of which each of the Reporting Persons may be deemed to be the beneficial owner constitutes approximately 9.12% of the total number of Shares outstanding.

Item 4(c) Number of shares as to which such person has:

Andor Capital Management, L.L.C.

| | | |
|-------|---|-----------|
| (i) | Sole power to vote or direct the vote: | 1,913,300 |
| (ii) | Shared power to vote or to direct the vote | 0 |
| (iii) | Sole power to dispose or to direct the disposition of | 1,913,300 |
| (iv) | Shared power to dispose or to direct the disposition of | 0 |

Andor Capital Management, Inc.

| | | |
|-------|---|-----------|
| ----- | | |
| (i) | Sole power to vote or direct the vote: | 1,913,300 |
| (ii) | Shared power to vote or to direct the vote | 0 |
| (iii) | Sole power to dispose or to direct the disposition of | 1,913,300 |
| (iv) | Shared power to dispose or to direct the disposition of | 0 |

Mr. Benton

| | | |
|-------|---|-----------|
| ----- | | |
| (i) | Sole power to vote or direct the vote: | 0 |
| (ii) | Shared power to vote or to direct the vote | 1,913,300 |
| (iii) | Sole power to dispose or to direct the disposition of | 0 |
| (iv) | Shared power to dispose or to direct the disposition of | 1,913,300 |

Mr. James

| | | |
|-------|---|-----------|
| ----- | | |
| (i) | Sole power to vote or direct the vote: | 0 |
| (ii) | Shared power to vote or to direct the vote | 1,913,300 |
| (iii) | Sole power to dispose or to direct the disposition of | 0 |
| (iv) | Shared power to dispose or to direct the disposition of | 1,913,300 |

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Andor Capital Management, L.L.C. acts as investment manager and/or investment adviser to a number of investment vehicles. The investors in such vehicles have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities held for the accounts of the entities in which they have invested in accordance with the constitutive documents of such investment vehicles.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

See Exhibit A.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

ANDOR CAPITAL MANAGEMENT, L.L.C.

By: /s/ Michael C. Neus

Name: Michael C. Neus
Title: Chief General Counsel
and Principal

Date: February 13, 2002

ANDOR CAPITAL MANAGEMENT, INC.

By: /s/ Michael C. Neus

Name: Michael C. Neus
Title: Secretary

Date: February 13, 2002

DANIEL C. BENTON

By: /s/ Michael C. Neus

Name: Michael C. Neus
Title: Attorney-in-Fact

Date: February 13, 2002

CHRISTOPHER M. JAMES

By: /s/ Michael C. Neus

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Name: Michael C. Neus
Title: Attorney-in-Fact

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| B. Joint Filing Agreement, dated as of February 13, 2002, by and among Andor Capital Management, L.L.C., Andor Capital Management, Inc., Daniel C. Benton and Christopher M. James..... | 13 |
| C. Power of Attorney, dated as of February 13, 2002, granted by Mr. Daniel C. Benton in favor of Mr. Michael C. Neus..... | 14 |
| D. Power of Attorney, dated as of February 13, 2002, granted by Mr. Christopher M. James in favor of Mr. Michael C. Neus..... | 15 |