SCHEDULE 13G/A (Rule 13d-102)

INFORMATION STATEMENT FILED PURSUANT TO RULES 13d-1 AND 13d-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)\*

LIQUID AUDIO INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

53631T 10 2

(CUSIP Number)

. . . . . .

December 31, 1999

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) X 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 in 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).

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 NAME OF REPORTING PERSON: INTEL CORPORATION S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 94-1672743

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ] (b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

5. SOLE VOTING POWER 2,515,708(1) NUMBER OF SHARES 6. SHARED VOTING POWER 0 BENEFICIALLY OWNED BY EACH 7. SOLE DISPOSITIVE POWER 2,515,708(1) REPORTING PERSON WITH 8. SHARED DISPOSITIVE POWER 0

- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON: 2,515,708(1)
- 10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 13.32%

[]

12. TYPE OF REPORTING PERSON\* CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) This Amendment No. 1 amends and supplants Item 4 of the statement on Schedule 13G, and the cover page thereto filed on January 31, 2000 by Intel Corporation (the "Reporting Person"), with respect to its beneficial ownership of common stock of Liquid Audio Inc. (the "Issuer").

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- Item 1. (a) Name of Issuer: LIQUID AUDIO INC. Address of Issuer's Principal Executive (b) Offices: 810 Winslow Street Redwood City, CA 94063
- Name of Person Filing: Intel Corporation Item 2. (a) Address of Principal Business Office or, if (b) None, Residence: 2200 Mission College Blvd. Santa Clara, CA 95052 Citizenship: Delaware (C) (d) Title of Class of Securities: Common Stock (e) CUSIP Number: 53631T 10 2
- Inapplicable Item 3.
- Ttem 4. Ownership
  - (a) Amount beneficially owned: 2,515,708
  - (b) Percent of class: 13.32%
  - (C) Number of shares as to which such person has: Sole power to vote or to direct to the vote: 2,515,708 (i)
    - (ii) Shared power to vote or to direct the vote: 0 (iii) Sole power to dispose or to direct the disposition of: 2,515,708
    - (iv) Shared power to dispose or to direct the disposition of: 0
- Ownership of Five Percent or Less of a Class. Item 5. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].
- Item 6. Inapplicable
- Item 7. Inapplicable
- Item 8. Inapplicable
- Item 9. Inapplicable
- Item 10. Inapplicable
- CUSIP No. 53631T 10 2 13G Page 4 of 4 Pages

## SIGNATURE

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

> January 21, 2000 \_\_\_\_\_ -----Date /s/F. Thomas Dunlap, Jr. -----

Signature

F. Thomas Dunlap, Jr. Vice President, General Counsel and Secretary

Name/Title