



12. TYPE OF REPORTING PERSON\*  
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\*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.  
          (b)    Address of Issuer's Principal Executive  
                    Offices:  
                    810 Winslow Street  
                    Redwood City, CA 94063

Item 2.    (a)    Name of Person Filing: Intel Corporation  
          (b)    Address of Principal Business Office or, if  
                    None, Residence:  
                    2200 Mission College Blvd.  
                    Santa Clara, CA 95052  
          (c)    Citizenship: Delaware  
          (d)    Title of Class of Securities: Common Stock  
          (e)    CUSIP Number: 53631T 10 2

Item 3.    Inapplicable

Item 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:  
                    (i)    Sole power to vote or to direct to the  
                            vote: 2,515,708  
                    (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

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

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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

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Date

/s/F. Thomas Dunlap, Jr.

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Signature

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

Secretary

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Name/Title