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LIQUID AUDIO INC
Form 8-K
August 26, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 12 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): August 22, 2002

LIQUID AUDIO, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	000-25977	77-0421089
----- (State or Other Juris- diction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
800 Chesapeake Drive, Redwood City, California		94063
----- (Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (650) 549-2000

ITEM 5. OTHER EVENTS

On August 22, 2002, Liquid Audio, Inc. amended its bylaws to increase the size of the board of directors from five to seven members. James D. Somes and Judith N. Frank were elected to the company's board effective immediately. Mr. Somes was elected to Class II, which is scheduled for reelection at the annual meeting in 2004, and Ms. Frank was elected to Class I, which is scheduled for reelection at the annual meeting in 2003.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibit 99.1, Text of amended Section 3.2 of the Liquid Audio's Restated Bylaws.

Exhibit 99.2, Press Release dated August 23, 2002, previously filed pursuant to Rule 425 with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, is incorporated by reference and shall be deemed a part hereof.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIQUID AUDIO, INC.

Dated: August 26, 2002

By: /s/ Gerald W. Kearby

Name: Gerald W. Kearby
Title: President and Chief
Executive Officer

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EXHIBIT INDEX

Exhibit

99.1 Exhibit 99.1, Text of amended Section 3.2 of the Liquid Audio's Restated Bylaws.

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