

ARTEMIS INTERNATIONAL SOLUTIONS CORP

Form 4

August 01, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LIEMANDT JOSEPH

(Last) (First) (Middle)

**C/O TRILOGY, INC., 6011 WEST
COURTYARD DRIVE, SUITE 300**

(Street)

AUSTIN, TX 78730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**ARTEMIS INTERNATIONAL
SOLUTIONS CORP [AMSI.OB]**

3. Date of Earliest Transaction
(Month/Day/Year)

07/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	Price			
Common Stock	07/01/2006		J		126,904	D <u>11</u>	1,000 <u>(1)</u> <u>(2)</u>	I	By Trilogy Capital Holdings Corporation <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series A Preferred Stock	\$ 2.2	07/01/2006		J		1,136,364		06/16/2004	<u>(4)</u>	Common Stock	1,136,364

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIEMANDT JOSEPH C/O TRILOGY, INC. 6011 WEST COURTYARD DRIVE, SUITE 300 AUSTIN, TX 78730	X	X		

Signatures

/s/ Joseph
Liemandt

08/01/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) All shares of the issuer's common stock and preferred stock held by the reporting person were canceled without payment on July 1, 2006 in accordance with the terms of that certain Agreement and Plan of Merger dated as of March 10, 2006 (the "Merger Agreement") among the issuer, RCN Acquisition, Inc. and Trilogy, Inc., pursuant to which the issuer was the survivor of a merger with RCN Acquisition, Inc., a wholly owned subsidiary of Trilogy, Inc.

(2) Pursuant to the terms of the Merger Agreement and the Certificate of Merger filed with the Delaware Secretary of State effective July 1, 2006 (the "Effective Time"), all shares of common stock of RCN Acquisition, Inc. outstanding immediately prior to the Effective Time were converted into 1,000 shares of common stock of the issuer, which shares are held directly by Trilogy, Inc. The reporting person is President and Chief Executive Officer of Trilogy, Inc., and hereby disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) The reported securities were directly held by Trilogy Capital Holdings Corporation, a wholly owned subsidiary of Trilogy, Inc. The reporting person is President and Chief Executive Officer of Trilogy Capital Holdings Corporation.

(4) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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