

GAIAM INC
Form 4/A
March 19, 2008

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 *
Prentice Capital Management, LP

(Last) (First) (Middle)

623 FIFTH AVENUE, 32ND
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

GAIAM INC [GAIA]

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

03/12/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/13/2008

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Class A Common Stock ("Common Stock")	03/12/2008		P	46,400 (3) A	\$ 4,397,338 (1) 18.53 (2) (4)	I (1)	See (1)
Class A Common Stock ("Common Stock")	03/12/2008		P	9,000 A	\$ 18.7 4,406,338 (1) (2) (4)	I (1)	See (1)
Class A Common	03/13/2008		P	800 A	\$ 4,407,138 (1) 17.98 (2) (4)	I (1)	See (1)

Stock
("Common
Stock")

Class A
Common

Stock	03/13/2008	P	4,200	A	\$ 18	4,411,338 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
("Common Stock")								

Class A
Common

Stock	03/13/2008	P	317	A	\$ 18.06	4,411,655 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
("Common Stock")								

Class A
Common

Stock	03/13/2008	P	158	A	\$ 18.1	4,411,813 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
("Common Stock")								

Class A
Common

Stock	03/13/2008	P	18	A	\$ 18.19	4,411,831 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
("Common Stock")								

Class A
Common

Stock	03/13/2008	P	1,300	A	\$ 18.25	4,413,131 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
("Common Stock")								

Class A
Common

Stock	03/13/2008	P	200	A	\$ 18.27	4,413,331 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
("Common Stock")								

Class A
Common

Stock	03/13/2008	P	100	A	\$ 18.29	4,413,431 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
("Common Stock")								

Class A
Common

Stock	03/13/2008	P	200	A	\$ 18.3	4,413,631 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
("Common Stock")								

Class A
Common
Stock

03/13/2008	P	400	A	\$ 18.31	4,414,031 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾	See ⁽¹⁾
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Class A Common Stock ("Common Stock")	03/13/2008	P	400	A	\$ 18.33	4,414,431 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	400	A	\$ 18.34	4,414,831 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	400	A	\$ 18.35	4,415,231 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	500	A	\$ 18.36	4,415,731 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	400	A	\$ 18.38	4,416,131 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	100	A	\$ 18.39	4,416,231 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.4	4,416,431 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.41	4,416,631 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.43	4,416,931 ⁽¹⁾ <u>(2)</u> <u>(4)</u>	I ⁽¹⁾ <u>(1)</u>	See <u>(1)</u>

Stock")									
Class A Common Stock ("Common Stock")	03/13/2008	P	100	A	\$ 18.44	4,417,031 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.45	4,417,231 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.46	4,417,531 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.47	4,417,831 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.48	4,418,131 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	2,153	A	\$ 18.49	4,420,284 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	7,154	A	\$ 18.5	4,427,438 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	200	A	\$ 18.51	4,427,638 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	
Class A Common Stock ("Common Stock")	03/13/2008	P	300	A	\$ 18.53	4,427,938 ⁽¹⁾ <u>(2) (4)</u>	I ⁽¹⁾ <u></u>	See ⁽¹⁾ <u></u>	

SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Prentice Capital Management, LP
623 FIFTH AVENUE, 32ND FLOOR
NEW YORK, NY 10022

X

Zimmerman Michael
623 FIFTH AVENUE, 32ND FLOOR
NEW YORK, NY 10022

X

PRENTICE CAPITAL MANAGEMENT, LP, By: /s/ Michael Weiss as Chief Financial Officer

03/18/2008

**Signature of Reporting Person

Date _____

* 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) Prentice Capital Management, LP (the "Investment Manager") serves as investment manager to a number of investment funds (including Prentice Capital Partners, LP, Prentice Capital Partners QP, LP, Prentice Capital Offshore, Ltd., Prentice Special Opportunities, LP, Prentice Special Opportunities Offshore, Ltd. and Prentice Special Opportunities Master, L.P.) and manages investments for certain entities in managed accounts with respect to which it has voting and dispositive authority over the Common Stock reported in this Form 4. Michael Zimmerman ("Mr. Zimmerman") is responsible for the supervision and conduct of all investment activities of the Investment Manager, including, without limitation, for all investment decisions with respect to the assets of such investment funds and managed

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accounts.

- (2) The Investment Manager does not directly own any shares of Common Stock. Mr. Zimmerman personally owns 8,705 shares of Common Stock. After the purchases reported hereby, the Investment Manager may be deemed to beneficially own 4,429,633 shares of Common Stock held by the investment funds and managed accounts. Mr. Zimmerman may be deemed to beneficially own 4,441,338 shares of Common Stock held personally, by The Michael & Holly Zimmerman Family Foundation Inc. and by the investment funds and managed accounts. Each of the Reporting Persons disclaims any beneficial ownership of the shares of Common Stock included in this report to the extent such beneficial ownership exceeds such Reporting Person's pecuniary interest. The amount of securities beneficially owned following the reported transactions includes 3,000 shares of Common Stock held by The Michael & Holly Zimmerman Family Foundation Inc. and 8,705 shares of Common Stock personally owned by Mr. Zimmerman.
- (3) This Form 4 amendment is being filed to correct the number of shares of Common Stock reported as being purchased on 3/12/08 at the price of \$18.53 per share as 46,600 rather than the previously listed 48,000 shares. No other changes have been made in Column 4.
- (4) Due to the correction in Column 4, the number of shares of Common Stock listed in Column 5 as beneficially owned also is being corrected with respect to the purchase on 3/12/08 at the price of \$18.53 per share and for each transaction listed thereafter in part one and part two of this Form 4 amendment. Footnote 2 also is being amended to reflect the correction in the number of shares actually purchased on 3/12/08 at the price of \$18.53 per share.

Remarks:

This is part one of a two-part filing.

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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