

SOFTWARE SPECTRUM INC

Reported by
LEVEL 3 COMMUNICATIONS INC

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 05/09/02 for the Period Ending 05/01/02

Address	2140 MERRITT DR GARLAND, TX 75041
Telephone	2148406600
CIK	0000875173
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Communications Services
Sector	Services
Fiscal Year	04/30

SOFTWARE SPECTRUM INC

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 5/9/2002 For Period Ending 5/1/2002

Address	2140 MERRITT DR GARLAND, Texas 75041
Telephone	214-840-6600
CIK	0000875173
Industry	Software & Programming
Sector	Technology
Fiscal Year	04/30

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 3

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Level 3 Communications, Inc.

(Last) (First) (Middle)

1025 Eldorado Blvd.

(Street)

Broomfield CO 80021

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

May 1, 2002

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Software Spectrum, Inc. (SSPE)

5. Relationship of Reporting Person to Issuer
(Check all applicable)

☐ Director ☒ 10% Owner

☐ Officer (give title below) ☐ Other (specify below)

6. If Amendment, Date of Original (Month/Day/Year)

7. 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D) or
Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 4)

Common Stock	0(1)	D	See footnote 1
--------------	------	---	----------------

* If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).
 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

(1) On May 1, 2002, Level 3 Communications, Inc. ("Parent"), Eldorado Acquisition Three, Inc. ("Merger Sub") and Software Spectrum, Inc. (the "Company") entered into an Agreement and Plan of Merger, pursuant to which, subject to the terms and conditions therein, Merger Sub will merge with and into the Company (the "Merger") and the Company will thereby will become an indirect wholly owned subsidiary of Parent. Also on May 1, 2002, Parent, Merger Sub, the Company, and certain shareholders of the Company therein named (the "Shareholders") entered into a Voting Agreement (the "Voting Agreement"). Under the terms of the Voting Agreement, each of the Shareholders has granted to Parent and Merger Sub a proxy to vote such shareholder's shares of common stock of the Company with respect to certain matters. As a result, the Reporting Persons may be deemed to beneficially own (for purposes of Rule 16a-1(a)(1) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act")) 962,656 shares of common stock of the Company. However, the Reporting Persons do not have a "pecuniary interest" in such shares for purposes of Rule 16a-1(a)(2) under the Exchange Act.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date	Expiration Date				
	Exercisable	Date				
			Title	Amount or Number of Shares	(D) or Indirect (I) (Instr. 5)	Indirect Beneficial Ownership (Instr. 5)

Explanation of Responses:

LEVEL 3 COMMUNICATIONS, INC.

By: /s/ Neil J. Eckstein May 9, 2002

Name: Neil J. Eckstein Date _____
Title: Vice President

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

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

FORM 3 CONTINUATION SHEET

JOINT FILER INFORMATION

Eldorado Marketing, Inc., a Delaware corporation, is a direct, wholly owned subsidiary of Level 3 Communications, Inc. Eldorado Acquisition Three, Inc., a Delaware corporation, is a direct, wholly owned subsidiary of Eldorado Marketing, Inc. As a result, Eldorado Marketing, Inc. and Eldorado Acquisition Three, Inc. each beneficially own the shares of common stock that are the subject of this Report on Form 3 to the same extent as Level 3 Communications, Inc.

FORM 3 CONTINUATION SHEET

JOINT FILER INFORMATION

NAME:	Eldorado Marketing, Inc.
ADDRESS:	1025 Eldorado Boulevard Broomfield, CO 80021
DESIGNATED FILER:	Level 3 Communications, Inc.
ISSUER & TICKER SYMBOL:	Software Spectrum, Inc. (SSPE)
DATE OF EVENT(S) REQUIRING STATEMENT:	May 1, 2002
SIGNATURE:	ELDORADO MARKETING, INC. By: /s/ Neil J. Eckstein ----- Name: Neil J. Eckstein Title: Vice President

FORM 3 CONTINUATION SHEET

JOINT FILER INFORMATION

NAME:	Eldorado Acquisition Three, Inc.
ADDRESS:	1025 Eldorado Boulevard Broomfield, CO 80021
DESIGNATED FILER:	Level 3 Communications, Inc.
ISSUER & TICKER SYMBOL:	Software Spectrum, Inc. (SSPE)
DATE OF EVENT(S) REQUIRING STATEMENT:	May 1, 2002
SIGNATURE:	ELDORADO ACQUISITION THREE, INC. By: /s/ Neil J. Eckstein ----- Name: Neil J. Eckstein Title: Vice President

End of Filing

Powered By **EDGAR**
Online

© 2005 | EDGAR Online, Inc.