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STYLECLICK INC
Form SC 13D/A
April 12, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13D-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13D-2(a)

(AMENDMENT NO. 4)

STYLECLICK, INC.
(Name of Issuer)

CLASS A COMMON STOCK, \$0.01 PAR VALUE
(Title of Class of Securities)

864221 10 2
(CUSIP Number)

F. THOMAS DUNLAP, JR.
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
INTEL CORPORATION
2200 MISSION COLLEGE BOULEVARD
SANTA CLARA, CA 95052
TELEPHONE: (408) 765-8080
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

APRIL 8, 2002
(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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| | | |
|-------|---|-------------------|
| 1. | NAME OF REPORTING PERSON | Intel Corporation |
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | 94-1672743 |
| ----- | | |
| 2. | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) [] |
| | | (b) [] |
| ----- | | |

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3. SEC USE ONLY

4. SOURCE OF FUNDS WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

| | | | |
|---|-----|--------------------------|---------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE VOTING POWER | 285,641 |
| | 8. | SHARED VOTING POWER | -0- |
| | 9. | SOLE DISPOSITIVE POWER | 285,641 |
| | 10. | SHARED DISPOSITIVE POWER | -0- |

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 285,641

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.89%

14. TYPE OF REPORTING PERSON CO

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Intel Corporation ("Intel" or the "Reporting Person") hereby amends its statement on Schedule 13D filed with the Securities and Exchange Commission on April 19, 1999, and previously amended August 24, 2001, May 2, 2001 and February 3, 2000, with respect to its beneficial ownership of common stock issued by ModaCAD, Inc., a California corporation, which changed its legal name to Styleclick.com, Inc. in July 1999 and was subsequently acquired by Styleclick, Inc. ("Styleclick" or the "Issuer") in July 2000.

ITEM 1. Security and Issuer.

(a) Name of Principal Executive Offices of Issuer:

Styleclick, Inc.
3861 Sepulveda Blvd.
Culver City, CA 90230

(b) Title of Class of Equity Securities:

Class A Common Stock (the "Common Stock")

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ITEM 2. Identity and Background.

(a) Name of Person Filing:

Intel Corporation. Attached hereto as Appendix A is information required by this Item 2 with respect to the executive officers and directors of the Reporting Person. All such individuals are U.S. citizens, except as otherwise indicated on Appendix A.

(b) Address of Principal Business Office:

2200 Mission College Boulevard
Santa Clara, CA 95052-8119

(c) Principal Business:

Manufacturer of microcomputer components, modules and systems.

(d) Criminal Proceedings:

During the last five years, neither the Reporting Person nor any executive officer or director of the Reporting Person has been convicted in any criminal proceeding.

(e) Civil Proceedings:

During the last five years, neither the Reporting Person nor any

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executive officer or director of the Reporting Person has been party to any civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to any judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) State of Incorporation:

Delaware

ITEM 5. Interest in Securities of the Issuer.

(a) Number of Shares Beneficially Owned: 285,641 shares

Percent of Class: 2.89% of the Issuer's outstanding Common Stock (based upon 9,872,653 shares of Common Stock outstanding, as reported by the Issuer in its Form 10-K for the fiscal year ended December 31, 2001).

(b) Sole Power to Vote, Direct the Vote of, or Dispose of Shares: 285,641 shares

(c) Recent Transactions:

The Reporting Person previously held two vested warrants (the

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"Warrants") to purchase 189,674 shares respectively of the Issuer's Common Stock, both of which expired and ceased to be exercisable after April 7, 2002. The expiration of the Warrants caused the beneficial ownership of the Reporting Person to fall below five percent.

- (d) Rights with Respect to Dividends or Sales Proceeds: N/A
- (e) Date of Cessation of Five Percent Beneficial Ownership: April 8, 2002

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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.

Dated as of April 12, 2002

INTEL CORPORATION

By: /s/ F. Thomas Dunlap Jr.

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

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APPENDIX A

DIRECTORS

The following is a list of all Directors of Intel Corporation and certain other information with respect to each Director. All Directors are United States citizens except as indicated below.

Name: Craig R. Barrett

Business Address: Intel Corporation,
2200 Mission College Boulevard,
Santa Clara, CA 95052

Principal Occupation: Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: John P. Browne

Business Address: BP Amoco p.l.c., Britannic House, 1 Finsbury Circus, London

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Principal Occupation: Group Chief Executive
Name, principal business and address of corporation or other organization in which employment is conducted: BP Amoco p.l.c., an integrated oil company. Britannic House, 1 Finsbury Circus London EC2M 7BA

Citizenship: British

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Name: Winston H. Chen
Business Address: Paramitas Foundation, 3945 Freedom Circle, Suite 760, Santa Clara, CA 95054
Principal Occupation: Chairman
Name, principal business and address of corporation or other organization in which employment is conducted: Paramitas Foundation, a private foundation. 3945 Freedom Circle, Suite 760 Santa Clara, CA 95054

Name: Andrew S. Grove
Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052
Principal Occupation: Chairman of the Board of Directors
Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems. 2200 Mission College Boulevard Santa Clara, CA 95052

Name: D. James Guzy
Business Address: The Arbor Company, 1340 Arbor Road, Menlo Park, CA 94025
Principal Occupation: Chairman
Name, principal business and address of corporation or other organization in which employment is conducted: The Arbor Company, a limited partnership engaged in the electronics industry. 1340 Arbor Road Menlo Park, CA 94025

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Name: Reed E. Hundt

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Business Address: McKinsey & Co., 600 14th Street NW, #300, Washington, DC 20005

Principal Occupation: Senior Advisor

Name, principal business and address of corporation or other organization in which employment is conducted: McKinsey & Co., a management consulting firm
600 14th Street NW, #300
Washington, DC 20005

Name: David S. Pottruck

Business Address: The Charles Schwab Corporation, 101 Montgomery Street, San Francisco, CA 94104

Principal Occupation: President and Co-Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: The Charles Schwab Corporation, a securities firm
101 Montgomery Street
San Francisco, CA 94104

Name: Jane E. Shaw

Business Address: AeroGen, Inc., 1310 Orleans Drive, Sunnyvale, CA 94089

Principal Occupation: Chairman and Chief Executive Officer

Name, principal business and address of corporation or other organization in which employment is conducted: AeroGen, Inc., a pulmonary drug delivery company
1310 Orleans Drive
Sunnyvale, CA 94089

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Name: Leslie L. Vadasz

Business Address: Intel Corporation, 2200 Mission College Boulevard, Santa Clara, CA 95052

Principal Occupation: Executive Vice President; President, Intel Capital

Name, principal business and address of corporation or other organization in which employment is conducted: Intel Corporation, a manufacturer of microcomputer components, modules and systems.
2200 Mission College Boulevard
Santa Clara, CA 95052

Name: David B. Yoffie

Business Address: Harvard Business School, Morgan Hall 215, Soldiers Field Park Road, Boston, MA 02163

Principal Occupation: Max and Doris Starr Professor of International Business Administration

Name, principal business and address of corporation or other organization in which employment is conducted: Harvard Business School, an educational institution.
Morgan Hall 215, Soldiers Field Park Road
Boston, MA 02163

Name: Charles E. Young

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Business Address: University of Florida, 226 Tigert Hall, P.O. Box 113150, Ga
Principal Occupation: President
Name, principal business and address of corporation or other organization in which employment is conducted: University of Florida, an educational institution.
226 Tigert Hall
P.O. Box 113150
Gainesville, FL 32610

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EXECUTIVE OFFICERS

The following is a list of all executive officers of Intel Corporation excluding executive officers who are also directors. Unless otherwise indicated, each officer's business address is 2200 Mission College Boulevard, Santa Clara, California 95052-8119, which address is Intel Corporation's business address.

Name: Andy D. Bryant
Title: Executive Vice President, Chief Financial and Enterprise Services Officer

Name: Sean M. Maloney
Title: Executive Vice President; General Manager, Intel Communications Group
Citizenship: British

Name: Paul S. Otellini
Title: President and Chief Operating Officer

Name: Michael R. Splinter
Title: Executive Vice President; Director, Sales and Marketing Group

Name: F. Thomas Dunlap, Jr.
Title: Senior Vice President, General Counsel and Secretary

Name: Ronald J. Smith
Title: Senior Vice President; General Manager, Wireless Communications and Computing Group

Name: Robert J. Baker
Title: Vice President, General Manager, Technology and Manufacturing Group

Name: Arvind Sodhani
Title: Vice President, Treasurer