

SEC 1972  
(6-02)

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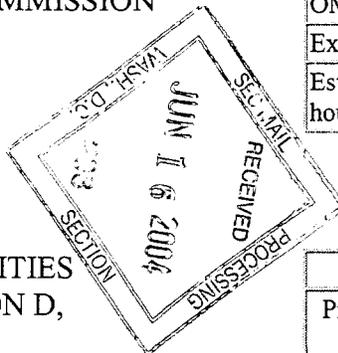
**ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

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



FORM D



OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
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NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
<b>PROCESSED</b>	

1228797

JUN 17 2004

THOMSON  
FINANCIAL

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.)  
**Offering of convertible promissory notes and warrants by The Tennis Channel, Inc.**

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] ULOE  
Type of Filing: [x] New Filing [ ] Amendment

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)  
**The Tennis Channel, Inc.**

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
**2850 Ocean Park Boulevard, Suite 150, Santa Monica, CA 90405 310-314-9400**

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Same as above.



**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

Full Name (Last name first, if individual)

**Bellamy, Steve**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**16632 Bienvenida Place, Pacific Palisades, CA 90272**

Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

Full Name (Last name first, if individual)

**Meister, David L.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1535 Michael Lane, Pacific Palisades, CA 90272**

Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

Full Name (Last name first, if individual)

**Brady, John T.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**4874 Queen Victoria Road, Woodland Hills, CA 91364**

Check Box(es) that Apply:    Promoter    Beneficial Owner    Executive Officer    Director    General and/or Managing Partner

Full Name (Last name first, if individual)

**Brown, Randy B.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**4255 Colbath Avenue, Sherman Oaks, CA 91423**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Rider, Bruce N.**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**4219 Wilkinson Avenue, Studio City, CA 91605**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Biondi Jr., Frank J.**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**WaterView Advisors LLC, 2425 Olympic Boulevard, Suite 4030-West, Santa Monica, CA 90404**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Gorman, Kenneth**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**Apollo Partners, 500 Fifth Avenue, 35<sup>th</sup> Floor, New York, NY 10110**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Dooley, Thomas**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**DND Capital Partners, 450 Park Avenue, Suite 2100, New York, NY 10022**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Dauman, Philippe**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**DND Capital Partners, 450 Park Avenue, Suite 2100, New York, NY 10022**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Goss, Michael**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Bain Capital Ventures, 111 Huntington Avenue, Boston, MA 02199**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Flemming, Jr., James B.**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Columbia Capital, 201 North Union Street, Suite 300, Alexandria, VA 22314**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Tobin, Scott**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**c/o Battery Ventures, 21 William Street, Suite 200, Wellesley, MA 02482**

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Check Box(es) that Apply:       Promoter    Beneficial Owner       Executive Officer       Director    General and/or Managing Partner

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Full Name (Last name first, if individual)  
**Hannon, Michael R.**

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Business or Residence Address (Number and Street, City, State, Zip Code)  
**J.P. Morgan Partners, 1221 Avenue of the Americas, 39<sup>th</sup> Floor, New York, NY 10020**

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**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No  
[ ] [ x ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$5,217.83\*

3. Does the offering permit joint ownership of a single unit?..... Yes No  
[ x ] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)  
N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

**(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)**

\* \$1,304.46 additional fee warrants were issued to such investor in connection with this offering for which no consideration was received.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
[ ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$10,000,000*	\$5,000,000*
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	\$10,000,000*	\$5,000,000*

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	19	\$5,000,000*
Non-accredited Investors .....	_____	\$ _____
Total (for filings under Rule 504 only) .....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	[ ] \$ _____
Printing and Engraving Costs .....	[ ] \$ _____
Legal Fees .....	[x] \$65,000
Accounting Fees .....	[ ] \$ _____
Engineering Fees .....	[ ] \$ _____
Sales Commissions (specify finders' fees separately) .....	[ ] \$ _____
Other Expenses (identify) _____	[ ] \$ _____
Total .....	[x] \$65,000

\* Comprised of convertible promissory notes and warrants which are convertible into and exercisable for, respectively, preferred stock. An additional \$1,250,000 fee warrants (in the aggregate) were issued to the investors in connection with this offering for which no consideration was received.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$9,935,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input checked="" type="checkbox"/> <u>\$300,000</u>	<input checked="" type="checkbox"/> <u>\$2,700,000</u>
Purchase of real estate .....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> <u>\$240,000</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> <u>\$150,000</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Repayment of indebtedness .....	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Working capital .....	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> <u>\$6,545,000</u>
Other (specify): _____	<input type="checkbox"/> _____	<input type="checkbox"/> _____
_____	<input type="checkbox"/> _____	<input type="checkbox"/> _____
_____	<input type="checkbox"/> _____	<input type="checkbox"/> _____
Column Totals .....	<input checked="" type="checkbox"/> <u>\$300,000</u>	<input checked="" type="checkbox"/> <u>\$9,635,000</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> <u>\$9,935,000</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) The Tennis Channel, Inc.	Signature 	Date June 15, 2004
Name of Signer (Print or Type) John T. Brady	Title of Signer (Print or Type) Chief Financial Officer	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**