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BARINGTON CAPITAL GROUP L P  
Form SC 13D/A  
January 23, 2004

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

SCHEDULE 13D  
(Rule 13d-101)

(Amendment No. 2)

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

Dynabazaar, Inc.  
-----

(Name of Issuer)

Common Stock, \$.001 par value  
-----

(Title of Class of Securities)

305158107  
-----

(CUSIP Number)

Mr. James Mitarotonda  
c/o Barington Capital Group, L.P.  
888 Seventh Avenue, 17th Floor  
New York, N.Y. 10019  
(212) 974-5700  
-----

(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

December 31, 2003  
-----

(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: .

SCHEDULE 13D

CUSIP No. 305158107  
-----

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Barington Companies Equity Partners, L.P. 13-4088890  
-----
- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

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(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS  
WC OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|  |                                      |
|--|--------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7) SOLE VOTING POWER<br>648,890      |
|  | 8) SHARED VOTING POWER<br>none       |
|  | 9) SOLE DISPOSITIVE POWER<br>648,890 |
|  | 10) SHARED DISPOSITIVE POWER<br>none |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
648,890

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.4%

14) TYPE OF REPORTING PERSON  
PN

2

SCHEDULE 13D

CUSIP No. 305158107

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ramius Capital Group, LLC 13-3937658

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS  
OO

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5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 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<br>313,695      |
|   | 8) SHARED VOTING POWER<br>none       |
|   | 9) SOLE DISPOSITIVE POWER<br>313,695 |
|   | 10) SHARED DISPOSITIVE POWER<br>none |

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
313,695

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.2%

14) TYPE OF REPORTING PERSON  
OO

3

SCHEDULE 13D

CUSIP No. 305158107

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Ramus Halifax Partners, L.P. 98-01976232

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3) SEC USE ONLY

4) SOURCE OF FUNDS  
OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7) SOLE VOTING POWER

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 313,695

8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 313,695

10) SHARED DISPOSITIVE POWER none

11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 313,695

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

13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.2%

14) TYPE OF REPORTING PERSON PN

4

SCHEDULE 13D

CUSIP No. 305158107

1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON MM Companies, Inc. 54-1811721

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3) SEC USE ONLY

4) SOURCE OF FUNDS WC OO

5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7) SOLE VOTING POWER 627,890

8) SHARED VOTING POWER none

9) SOLE DISPOSITIVE POWER 627,890

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10) SHARED DISPOSITIVE POWER  
none

-----  
11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
627,890

-----  
12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

-----  
13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.3%

-----  
14) TYPE OF REPORTING PERSON  
CO  
-----

5

Introduction. This Amendment No. 2 amends and supplements the Schedule 13D, dated February 25, 2002 (the "Schedule 13D"), filed with the Securities and Exchange Commission by JHC Investment Partners, LLC ("JHC"), MM Companies, Inc., formerly known as musicmaker.com, Inc. ("MM Companies"), Jewelcor Management, Inc. and Barington Companies Equity Partners, L.P., with respect to the common stock, \$.001 par value (the "Common Stock") of Dynabazaar, Inc., a Delaware corporation, formerly known as Fairmarket, Inc. (the "Company"). The principal executive offices of the Company are located at 500 Unicorn Park Drive, Woburn, Massachusetts 01801.

Item 2(a) - (c) of Schedule 13D, "Identity and Background" is deleted in its entirety and replaced with the following:

(a) - (c) This Schedule 13D is being filed by Barington Companies Equity Partners, L.P., Ramius Capital Group, LLC, Ramius Halifax Partners, L.P. and MM Companies, Inc. (collectively, the "Reporting Entities").

Barington Companies Equity Partners, L.P. is a Delaware limited partnership formed to engage in the business of acquiring, holding and disposing of investments in various companies. The address of the principal business and principal offices of Barington Companies Equity Partners, L.P. is 888 Seventh Avenue, 17th Floor, New York, New York 10019.

The general partner of Barington Companies Equity Partners, L.P. is Barington Companies Investors, LLC. Barington Companies Investors, LLC is a Delaware limited liability company formed to be the general partner of Barington Companies Equity Partners, L.P. The address of the principal business and principal offices of Barington Companies Investors, LLC is 888 Seventh Avenue, 17th Floor, New York, New York 10019. James Mitarotonda is the managing member of Barington Companies Investors, LLC. The business address of Mr. Mitarotonda is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019.

Ramius Capital Group, LLC is a Delaware limited liability company that is engaged in money management and investment advisory services for third parties and proprietary accounts. The address of the principal business and principal offices of Ramius Capital Group, LLC is 666 Third Avenue, 26th Floor, New York, New York 10017.

The Managing Member of Ramius Capital Group, LLC is C4S, LLC, a Delaware limited liability company formed to be the managing member of Ramius Capital

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Group, LLC. The address of the principal business and principal offices of C4S, LLC is 666 Third Avenue, 26th Floor, New York, New York 10017. Each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss is a managing member of C4S, LLC. The business address of each of Messrs. Cohen, Stark, Solomon and Strauss is 666 Third Avenue, 26th Floor, New York, New York 10017.

Ramius Halifax Partners, L.P. is a Delaware limited partnership that is engaged in investing in a multi-strategy portfolio. The address of the principal business and principal offices of Ramius Halifax Partners, L.P. is 666 Third Avenue, 26th Floor, New York, New York

6

10017. The general partner of Ramius Halifax Partners, L.P. is Ramius Capital Group, LLC, which is discussed above.

MM Companies, Inc. is a Delaware corporation that was formerly engaged in the business of marketing customized compact discs over the internet and is presently exploring alternative business opportunities. The address of the principal business and principal offices of MM Companies, Inc. is c/o Barington Capital Group, L.P., 888 Seventh Avenue, 17th Floor, New York, New York 10019. The officers and directors of MM Companies, Inc. and their principal occupations and business addresses are set forth on Schedule II and incorporated by reference in this Item 2.

Item 4 of the Schedule 13D, "Purpose of the Transaction," is amended by adding the following:

As of December 31, 2003, JHC Investment Partners, LLC determined to distribute pro rata to the members of JHC all of the Common Stock of the Company held by JHC, in the following amounts:

| Name   | # of Shares |
|--|-------------|
| ----   | -----       |
| Barington Companies Equity Partners, L.P.      | 627,390     |
| Ramius Capital Group, LLC                      | 313,695     |
| Ramius Halifax Partners, L.P.                  | 313,695     |
| Jewelcor Management, Inc.                      | 627,390     |
| MM Companies, Inc.                             | 627,390     |
| Wynnefield Partners Small Cap Value, L.P.      | 198,067     |
| Wynnefield Partners Small Cap Value, L.P. 1    | 285,024     |
| Wynnefield Small Cap Value Offshore Fund, Ltd. | 144,299     |
| UV Equities LLC                                | 348,550     |

Following such distribution, Barington Companies Equity Partners, L.P., Ramius Capital Group, LLC, Ramius Halifax Partners, LLC and MM Companies, but not Jewelcor Management, Inc., Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. 1, Wynnefield Small Cap Value Offshore Fund, Ltd. and UV Equities LLC, may continue to act together for the purpose of acquiring, holding or disposing of Common Stock of the Company, and accordingly may be deemed to constitute a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934 and the rules thereunder. Inclusion of Jewelcor Management, Inc., Wynnefield Partners Small Cap Value, L.P., Wynnefield Partners Small Cap Value, L.P. 1, Wynnefield Small Cap Value Offshore Fund, Ltd. and UV Equities LLC in any such group is expressly disclaimed.

Item 5(a) of the Schedule 13D, "Interest in Securities of the Issuer," is deleted in its entirety and replaced with the following:

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(a) As of the date hereof, the Reporting Entities own an aggregate of 1,904,170 shares of Common Stock, representing approximately 7.0% of the outstanding shares of Common Stock based upon the 27,049,744 shares of Common Stock reported by the Company to be issued and

7

outstanding as of November 12, 2003 in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2003.

As of the date hereof, Barington Company Equities Partners, L.P. beneficially owns an aggregate of 648,890 shares of Common Stock, representing approximately 2.4% of the outstanding shares of Common Stock.

As of the date hereof, Ramius Capital Group, LLC beneficially owns an aggregate of 313,695 shares of Common Stock, representing approximately 1.2% of the outstanding shares of Common Stock.

As of the date hereof, Ramius Halifax Partners, L.P. beneficially owns an aggregate of 313,695 shares of Common Stock, representing approximately 1.2% of the outstanding shares of Common Stock.

As of the date hereof, MM Companies beneficially owns an aggregate of 627,890 shares of Common Stock, representing approximately 2.3% of the outstanding shares of Common Stock.

Item 7 of the Schedule 13D, "Materials to be Filed as Exhibits," is amended by adding the following:

4. Agreement of Joint Filing among Barington Companies Equity Partners, L.P., Ramius Capital Group, LLC, Ramius Halifax Partners, LLC and MM Companies, Inc., and dated January 23, 2004.
5. Letter dated November 19, 2003 from Barington Capital Group, L.P. to Goodwin Procter & Hoar.

Schedule II of the Schedule 13D, "Directors and Officers of musicmaker.com, Inc." is deleted in its entirety and replaced with the following:

SCHEDULE II

Directors and Officers of MM Companies, Inc.

| Name and Position<br>-----   | Principal Occupation<br>-----  | Principal Business Address<br>-----   |
|--|--|---|
| James A. Mitarotonda,<br>President, Chief<br>Executive Officer and<br>Director | Chairman and Chief<br>Executive Officer,<br>Barington Capital<br>Group, L.P. | c/o Barington Capital Group, L.P.<br>888 Seventh Avenue, 17th Floor<br>New York, New York 10019 |
| Jesse Choper,<br>Director  | Professor of Public<br>Law, University of                                    | Univ. of California Law School<br>Boalt Hall  |

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|  |   |   |
|--|---|---|
|  | California at Berkeley<br>School of Law                               | Berkeley, California 94720  |
| Seymour Holtzman,<br>Chairman            | Chairman and Chief<br>Executive Officer,<br>Jewelcor Management, Inc. | 100 North Wilkes Barre Blvd.<br>Wilkes Barre, Pennsylvania 18702                                |
| William J. Fox,<br>Director              | Chairman and Chief<br>Executive Officer,<br>Arcade Marketing Inc.     | 1700 Broadway, Suite 2200<br>New York, New York 10019   |
| Joseph Wright, Jr.,<br>Director          | President & Chief<br>Executive Officer,<br>PanAmSat Corp.             | 20 Westport Road<br>Wilton, Connecticut 06897   |
| Melvin Brunt,<br>Chief Financial Officer | Chief Financial Officer<br>Barington Capital<br>Group, L.P.           | c/o Barington Capital Group, L.P.<br>888 Seventh Avenue, 17th Floor<br>New York, New York 10019 |

8

SIGNATURES  
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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Schedule 13D--Amendment No. 2 is true, complete and correct.

Dated: January 23, 2004

BARINGTON COMPANIES EQUITY PARTNERS, L.P.  
By Barington Companies Investors, LLC, its  
general partner

By /s/ James A. Mitarotonda  
-----  
Name: James A. Mitarotonda  
Title: Manager

RAMIUS CAPITAL GROUP, LLC

By /s/ Jeffrey M. Solomon  
-----  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

RAMIUS HALIFAX PARTNERS, LLC

By /s/ Jeffrey M. Solomon  
-----  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

MM COMPANIES, INC.



By /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: President and Chief Executive Officer

9

EXHIBIT 4

Agreement of Joint Filing

Pursuant to Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned persons hereby agree to file with the Securities and Exchange Commission the Statement on Schedule 13D (the "Statement") to which this Agreement is attached as an exhibit, and agree that such Statement, as so filed, is filed on behalf of each of them.

IN WITNESS WHEREOF, the undersigned have executed this Agreement.

Dated: January 23, 2004

BARINGTON COMPANIES EQUITY PARTNERS, L.P.  
By Barington Companies Investors, LLC, its  
general partner

By /s/ James A. Mitarotonda

-----  
Name: James A. Mitarotonda  
Title: Manager

RAMIUS CAPITAL GROUP, LLC

By /s/ Jeffrey M. Solomon

-----  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

RAMIUS HALIFAX PARTNERS, LLC

By /s/ Jeffrey M. Solomon

-----  
Name: Jeffrey M. Solomon  
Title: Authorized Signatory

MM COMPANIES, INC.

By /s/ James A. Mitarotonda

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-----  
Name: James A. Mitarotonda  
Title: President and Chief Executive Officer

10

EXHIBIT 5

Barington Capital Group

November 19, 2003

Goodwin Procter & Hoar  
53 State Street  
Boston, MA 02109  
Attn: Mr. Jonathan Dinwoodey

Re: Shares of FAIM (Fairmarket, Inc.) owned by JHC Investment Partners LLC

Dear Jon:

As previously discussed, please break up the shares currently held by JHC Investment Partners LLC in the following lots:

|  |           |
|--|-----------|
| Barington Companies Equity Partners, LP        | 627,390   |
| Ramius Capital Group, LLC                      | 313,695   |
| Ramius Halifax Partners, LP                    | 313,695   |
| Jewelcor Management Inc.                       | 627,390   |
| MM Companies Inc.                              | 627,390   |
| Wynnefield Partners Small Cap Value, LP        | 198,067   |
| Wynnefield Partners Small Cap Value, LP 1      | 285,024   |
| Wynnefield Small Cap Value Offshore Fund, Ltd. | 144,299   |
| UV Equities LLC                                | 348,550   |
| Total Shares                                   | 3,485,500 |

It is understood that these new lot's will continue to carry restrictive legend. Please forward all certificates for the new lots to Barington Capital Group, LP at 888 Seventh Avenue 17th Floor, New York, NY 10019 Attn: Clark D. Ruiz II. Should you have any further questions, feel free to contact me at 212.974.5714.

Sincerely,

/s/ Clark D. Ruiz II

/s/ James A. Mitarotonda

CC: Mel Brunt, Stacey Rickman

11