

MILLER LLOYD I III
Form SC 13G/A
August 31, 2001

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b) (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2 (b)
(Amendment No. 1)*

FairMarket, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

305158107
(CUSIP Number)

August 22, 2001
(Date of Event which Requires Filing of this
Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:
/ / Rule 13d-1(b)
/X/ Rule 13d-1(c)
/ / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter
disclosures provided in a prior cover page.

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 ("Act") or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

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CUSIP NO. 305158107 13G PAGE 2 OF 4 PAGES

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Lloyd I. Miller, III 279-42-7925
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5. SOLE VOTING POWER
1,445,142

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER
1,455,389

7. SOLE DISPOSITIVE POWER
1,445,142

8. SHARED DISPOSITIVE POWER
1,455,389

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,900,531

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
10.0%

12. TYPE OF REPORTING PERSON*
IN-00**

*SEE INSTRUCTIONS BEFORE FILLING OUT!

**See Item 4.

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Item 1(a).	Name of Issuer:	FairMarket, Inc.
Item 1(b).	Address of Issuers's Principal Executive Offices:	500 Unicorn Park Drive Woburn, Mass. 01801-3341
Item 2(a).	Name of Person Filing:	Lloyd I. Miller, III
Item 2(b).	Address of Principal Business Office or, if None, Residence:	4550 Gordon Drive Naples, Florida 34102
Item 2(c).	Citizenship:	U.S.A.
Item 2(d).	Title of Class of Securities:	Common Stock
Item 2(e).	CUSIP Number:	305158107

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Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A: Not Applicable, this statement is filed pursuant to 13d-1(c).

Item 4. OWNERSHIP: Miller shares dispositive and voting power on 1,455,389 shares of the reported securities as an advisor to the trustee of certain family trusts and with respect to shares owned by his wife. Miller has sole dispositive and voting power on 1,445,142 of the reported securities (i) as the manager of a limited liability company that is the general partner of certain limited partnerships, (ii) as the custodian to accounts set up under the Florida Uniform Gift to Minors Act (iii) as trustee for certain trusts, (iv) as to shares owned by Miller as an individual and (v) as investment advisor to the trustee of certain trusts.

(a) 2,900,531

(b) 10.0%

(c)	(i) sole voting power:	1,445,142
	(ii) shared voting power:	1,455,389
	(iii) sole dispositive power:	1,445,142
	(iv) shared dispositive power:	1,455,389

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS: Not Applicable

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON: Persons other than Lloyd I. Miller III, have the right to receive dividends from, or the proceeds from the sale of, the reported securities. None of these persons has the right to direct such dividends or proceeds.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY: Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP: Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP: Not Applicable

Item 10. CERTIFICATION: By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

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certify that the information set forth in this statement is true, complete and correct.

Dated: August 31, 2001

By: /s/ Lloyd I. Miller, III

Lloyd I. Miller, III