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RARE MEDIUM GROUP INC
Form SC 13D/A
October 09, 2001

OMB APPROVAL

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Rare Medium Group, Inc.

=====
(Name of Issuer)

Common Stock, par value \$.01 per share

=====
(Title of Class of Securities)

449238203

=====
(CUSIP Number)

David H. Engvall
Vice President and General Counsel
Motient Corporation
10802 Parkridge Boulevard
Reston, VA 20191
(703) 758-6000

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

October 1, 2001

=====
(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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CUSIP No. 449238203
=====

1. Names of Reporting Persons. I.R.S. Identification Nos. of
above persons (entities only)

Motient Corporation
93-0976127
=====

2. Check the Appropriate Box if a Member of a Group
(See Instructions)

(a)

(b)
=====

3. SEC Use Only
=====

4. Source of Funds 00
=====

5. Check 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	0
	8.	Shared Voting Power	0*
	9.	Sole Dispositive Power	0
	10.	Shared Dispositive Power	0*

=====

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0*
=====

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

=====

13. Percent of Class Represented by Row (11)

0.0%*

=====

14. Type of Reporting Person (See Instructions)

CO

=====

*Reflects the termination of the Rare Medium Stockholders Voting Agreements (as defined below) on October 1, 2001.

AMENDED SCHEDULE 13D 1

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is amended and restated in its entirety as follows:

Motient and Apollo Investment Fund IV, L.P. ("Apollo Fund IV"), Motient and Apollo Overseas Partners IV, L.P. ("Apollo Overseas") and Motient and AIF IV/RRRR L.L.C. ("AIF IV") (Apollo Fund IV, Apollo Overseas and AIF IV are referred to collectively as the "Rare Medium Stockholders") entered into the Voting Agreements, dated as of May 14, 2001, (collectively, the "Rare Medium Stockholder Voting Agreements") whereby the Rare Medium Stockholders agreed to vote all shares of Company Common Stock and the Series A Convertible Preferred Stock of the Company (the "Preferred Stock") to which they have a right to vote, in favor of the transactions contemplated by the Agreement and Plan of Merger, dated as of May 14, 2001, by and among Motient, a wholly owned subsidiary of Motient (the "Merger Sub") and the Company, as amended (the "Merger Agreement"). Motient and Rare Medium mutually agreed to terminate the Merger Agreement on October 1, 2001, and each of the Rare Medium Stockholder Voting Agreements terminated on October 1, 2001.

Item 4. Purpose of Transaction.

Item 4 is amended and restated in its entirety as follows:

(a)-(b) The Rare Medium Stockholder Voting Agreements were entered into in connection with the Merger Agreement. The Merger Agreement and each of the Rare Medium Stockholder Voting Agreements were terminated on October 1, 2001.

- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.
- (f) Not applicable.

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(g) Not applicable.

(h)-(i) Not applicable.

(j) Not applicable.

Item 5. Interest in the Securities of the Issuer.

Item 5 is amended and restated in its entirety as follows:

The aggregate number of shares of the Common Stock over which Motient may be deemed to hold or share the power to vote or dispose of (and as a result may, under Rule 13d-3 under the Act, be deemed to beneficially own) is 0. Motient ceased to share the power to direct the vote of more than 5% of the Common Stock on October 1, 2001.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 is amended and restated in its entirety as follows:

Not applicable.

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: October 9, 2001

MOTIENT CORPORATION

By: /s/David H. Engvall

Name: David H. Engvall
Title: Vice President and General Counsel

1/Amending Schedule 13D dated May 24, 2001.