

GAIAM INC  
Form 4  
March 13, 2008

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Prentice Capital Management, LP

(Last) (First) (Middle)

623 FIFTH AVENUE, 32ND  
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

GAIAM INC [GAIA]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/12/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock ("Common Stock")	03/12/2008		P		1,100	A \$ 18.45	4,283,758 <sup>(1)</sup> <sub>(2)</sub>	I <sup>(1)</sup>	See <sup>(1)</sup>
Class A Common Stock ("Common Stock")	03/12/2008		P		400	A \$ 18.46	4,284,158 <sup>(1)</sup> <sub>(2)</sub>	I <sup>(1)</sup>	See <sup>(1)</sup>
Class A Common	03/12/2008		P		100	A \$ 18.47	4,284,258 <sup>(1)</sup> <sub>(2)</sub>	I <sup>(1)</sup>	See <sup>(1)</sup>

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Stock ("Common Stock")									
Class A Common Stock ("Common Stock")	03/12/2008	P	100	A	\$ 18.48	4,284,358 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	100	A	\$ 18.49	4,284,458 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	6,800	A	\$ 18.5	4,291,258 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	3,300	A	\$ 18.53	4,294,558 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	3,870	A	\$ 18.54	4,298,428 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	3,300	A	\$ 18.55	4,301,728 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	4,900	A	\$ 18.56	4,306,628 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	3,400	A	\$ 18.57	4,310,028 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock	03/12/2008	P	2,000	A	\$ 18.58	4,312,028 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	

Class A Common Stock ("Common Stock")	03/12/2008	P	1,300	A	\$ 18.59	4,313,328 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>
Class A Common Stock ("Common Stock")	03/12/2008	P	5,400	A	\$ 18.6	4,318,728 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>
Class A Common Stock ("Common Stock")	03/12/2008	P	2,895	A	\$ 18.61	4,321,623 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>
Class A Common Stock ("Common Stock")	03/12/2008	P	300	A	\$ 18.63	4,321,923 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>
Class A Common Stock ("Common Stock")	03/12/2008	P	1,400	A	\$ 18.72	4,323,323 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>
Class A Common Stock ("Common Stock")	03/12/2008	P	1,315	A	\$ 18.74	4,324,638 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>
Class A Common Stock ("Common Stock")	03/12/2008	P	1,000	A	\$ 18.76	4,325,638 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>
Class A Common Stock ("Common Stock")	03/12/2008	P	200	A	\$ 18.8	4,325,838 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>
Class A Common Stock ("Common Stock")	03/12/2008	P	300	A	\$ 18.84	4,326,138 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>

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Stock")									
Class A Common Stock ("Common Stock")	03/12/2008	P	500	A	\$ 18.89	4,326,638 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	5,433	A	\$ 18.9	4,332,071 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	4,067	A	\$ 18.98	4,336,138 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	100	A	\$ 19.01	4,336,238 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	4,700	A	\$ 19.03	4,340,938 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	10,000	A	\$ 18.67	4,350,938 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	48,000	A	\$ 18.53	4,399,338 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	
Class A Common Stock ("Common Stock")	03/12/2008	P	9,000	A	\$ 18.7	4,408,338 <sup>(1)</sup> <u>(2)</u>	I <sup>(1)</sup> <u>(2)</u>	See <sup>(1)</sup> <u>(2)</u>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prentice Capital Management, LP 623 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		
Zimmerman Michael 623 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		

## Signatures

PRENTICE CAPITAL MANAGEMENT, LP, By: Michael Weiss as Chief Financial Officer,  
/s/ Michael Weiss

03/13/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Prentice Capital Management, LP (the "Investment Manager") serves as investment manager to a number of investment funds (including Prentice Capital Partners, LP, Prentice Capital Partners QP, LP, Prentice Capital Offshore, Ltd., Prentice Special Opportunities, LP, Prentice Special Opportunities Offshore, Ltd. and Prentice Special Opportunities Master, L.P.) and manages investments for certain
- (1) entities in managed accounts with respect to which it has voting and dispositive authority over the Common Stock reported in this Form 4. Michael Zimmerman ("Mr. Zimmerman") is responsible for the supervision and conduct of all investment activities of the Investment Manager, including, without limitation, for all investment decisions with respect to the assets of such investment funds and managed accounts.
- (2) The Investment Manager does not directly own any shares of Common Stock. Mr. Zimmerman personally owns 8,705 shares of Common Stock. After the purchases reported hereby, the Investment Manager may be deemed to beneficially own 4,431,633 shares of Common Stock held by the investment funds and managed accounts. Mr. Zimmerman may be deemed to beneficially own 4,443,338 shares of Common Stock held personally, by The Michael & Holly Zimmerman Family Foundation Inc. and by the investment funds and managed

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accounts. Each of the Reporting Persons disclaims any beneficial ownership of the shares of Common Stock included in this report to the extent such beneficial ownership exceeds such Reporting Person's pecuniary interest. The amount of securities beneficially owned following the reported transactions includes 3,000 shares of Common Stock held by The Michael & Holly Zimmerman Family Foundation Inc. and 8,705 shares of Common Stock personally owned by Mr. Zimmerman.

### **Remarks:**

This is part one of a three-part filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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