

Edgar Filing: SOUTHERN CO - Form SC 13G

SOUTHERN CO
Form SC 13G
September 11, 2003

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. ____)*

Ambient Corporation
(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

02318N102
(CUSIP Number)

January 9, 2002

(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)
 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 the disclosures provided in a prior cover page.

The information required in 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 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. 02318N102

(1) Names of reporting persons
I.R.S. Identification No. of above persons (entities only)

The Southern Company

58-0690070

(2) Check the appropriate box if a member of a group (a)
Not applicable (b)

(3) SEC use only

(4) Citizenship or place of organization Delaware

(5) Sole Voting Power 4,561,005

Number of
Shares
Beneficially

(6) Shared Voting Power 0

Owned by
Each
Reporting

(7) Sole Dispositive Power 4,561,005

Person
With

(8) Shared Dispositive Power 0

(9) Aggregate amount beneficially owned by each reporting person 4,561,005

(10) Check box if the aggregate amount in row (9) excludes certain shares

(11) Percent of class represented by amount in row (9) 5.6%

(12) Type of reporting person CO

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Item 1.

- (a) Name of Issuer
Ambient Corporation
- (b) Address of Issuer's Principal Executive Offices
1033 Beacon Street
Brookline, Massachusetts 02446

Item 2.

- (a) Name of Person Filing
The Southern Company
- (b) Address of Principal Business Office or, if None, Residence
The Southern Company
270 Peachtree Street, NW
Atlanta, Georgia 30303
- (c) Citizenship
The Southern Company is a Delaware corporation.
- (d) Title of Class of Securities
Common Stock, \$.001 par value
- (e) CUSIP Number
02318N102

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

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

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- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

Item 4.

Ownership

- (a) Amount Beneficially Owned: 4,561,005 shares
- (b) Percent of Class: 5.6% (based on 76,288,772 shares of Ambient Corporation Common Stock outstanding as of August 14, 2003, as reported in Ambient Corporation's Form 10-Q for the quarter ended June 30, 2003)
- (c) Number of shares as to which such person has:

(i)	Sole power to vote or to direct the vote:	4,561,005*	
(ii)	Shared power to vote or to direct the vote:	0	
(iii)	Sole power to dispose or to direct the disposition of:	4,	
(iv)	Shared power to dispose or to direct the disposition of:		

* The shares of Ambient Corporation Common Stock beneficially owned by The Southern Company are held of record by Southern Telecom, Inc., a Delaware corporation that is a wholly owned subsidiary of The Southern Company. This statement on Schedule 13G relates to warrants to purchase 4,561,005 shares of Ambient Corporation Common Stock that were issued to Southern Telecom, Inc. between January 2002 and March 2003. In January 2002, Southern Telecom, Inc. received warrants to purchase 2,684,000 shares of Ambient Corporation Common Stock, which represented approximately 9.6% of the outstanding Ambient Corporation Common Stock at that time. In August 2002, Southern Telecom, Inc. received 1,060,284 additional warrants to purchase Ambient Corporation Common Stock, which, together with the warrants held by Southern Telecom, Inc., represented approximately 8.5% of the outstanding Ambient Corporation Common Stock at that time. In March 2003, Southern Telecom, Inc. received 816,721 additional warrants to purchase Ambient Corporation Common Stock, which, with the warrants held by Southern Telecom, Inc., represented approximately 6.07% of the outstanding Ambient Corporation Common Stock at that time.

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

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Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company or Control Person

See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certifications

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 purpose or effect.

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: September 11, 2003

THE SOUTHERN COMPANY

/s/ Patricia L. Roberts

By: Patricia L. Roberts
Title: Assistant Secretary

EXHIBIT A
SUBSIDIARIES

The 4,561,005 shares of Ambient Corporation Common Stock beneficially owned by The Southern Company are held of record by Southern Telecom, Inc., a Delaware corporation and wholly owned subsidiary of The Southern Company. As the parent of Southern Telecom, Inc., The Southern Company may be deemed to be the beneficial owner of the shares belonging to Southern Telecom, Inc.