

ARTEMIS INTERNATIONAL SOLUTIONS CORP
Form SC 13G/A
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Artemis International Solutions Corporation
f/k/a Opus360 Corporation

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

68400F109

(CUSIP Number)

December 31, 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 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 ("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).

Person Authorized to Receive Notices and Communications:

Janice V. Sharry, Esq.
Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202
(214) 651-5562

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SCHEDULE 13G

CUSIP No. - 68400F109

Page 2 of 6 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Michael S. Dell

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OR ORGANIZATION

USA

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,850,758

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,850,758

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

1,850,758

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.74%

12 TYPE OF REPORTING PERSON

IN

Item 1(a) Name of Issuer:
Opus360 Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:
39 West 13th Street, 3rd Floor
New York, New York 10011

Item 2(a) Names of Persons Filing:
Michael S. Dell

Item 2(b) Addresses of Principal Business Offices:
Dell Computer Corporation
One Dell Way
Round Rock, Texas 78682

Item 2(c) Citizenship:
USA

Item 2(d) Title of Class of Securities:
Common Stock, par value \$.001 per share

Item 2(e) CUSIP Number:
68400F109

Item 3 Status of Persons Filing:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in

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accordance with Section 240.13d-1(b)(1)(ii)(F);

- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4 Ownership:

The information in items 1 and 5 through 11 on the cover page (p. 2) on Amendment No. 2 to Schedule 13G is hereby incorporated by reference. Dell USA, L.P., MSD Portfolio L.P.--Investments, Black Marlin Investments, LLC and Vermeer Investments, LLC, each disposed of their shares of Common Stock of Artemis International Solutions Corporation f/k/a Opus360 Corporation (the "Shares"). MSD Ventures, L.P., an affiliate of Mr. Dell, is the beneficial owner of 1,850,758 Shares. Therefore, Mr. Dell may be deemed to be the beneficial owner of the Shares owned by MSD Venture, L.P. Mr. Dell disclaims beneficial ownership of such Shares.

Item 5 Ownership of 5% or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:

Item 6 Ownership of More than 5% on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Page 5 of 6 Pages

Item 8 Identification and Classification of Members of the Group:

See Item 4(a).

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 purpose or effect.

Page 6 of 6 Pages

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.

Date: February 14, 2002

MICHAEL S. DELL

/s/ Michael S. Dell

Michael S. Dell