KNOT INC
Form SC 13G/A
February 12, 2004

UNITED STATES
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 AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)
(Amendment No. 2)*

The Knot, Inc.
(Name of Issuer)

Common Stock, par value $.01 per share
(Title of Class of Securities)

499184109
(CUSIP Number)

December 31, 2003
(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).

SCHEDULE 13G

CUSIP No. 499184109			Page 2 of 8 Pages
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Time Warner Inc. 13-4099534		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		a |_| b |_|
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
	6	SHARED VOTING POWER	1,166,667 (1)
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,166,667 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON		1,166,667 (1)

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	|_|
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	5.2%(1)
12	TYPE OF REPORTING PERSON*	HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Calculated pursuant to Rule 13d-3(d). The percentage is based on the number of shares of common stock of The Knot, Inc. ("The Knot") outstanding on December 31,2003 based on information provided by The Knot. The 1,166,667 shares includes 800,000 shares of The Knot common stock and 366,667 additional shares issuable upon exercise of a warrant.

SCHEDULE 13G

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)	America Online, Inc. 54-1322110
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	a |_| b |_|
3	SEC USE ONLY	

4	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER	0
	6	SHARED VOTING POWER	1,166,667 (1)
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,166,667 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON		1,166,667 (1)
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_|	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		5.2% (1)
12	TYPE OF REPORTING PERSON*		CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 Calculated pursuant to Rule 13d-3(d). The percentage is based on the number of shares of common stock of The Knot outstanding on December 31, 2003 based on information provided by The Knot. The 1,166,667 shares includes 800,000 shares of The Knot common stock and 366,667 additional shares issuable upon exercise of a warrant.

Item 1(a) Name of Issuer

The Knot, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

462 Broadway, 6th Floor, New York, NY 10013

Item 2(a) Name of Person Filing:

Time Warner Inc.

Item 2(b) Address of Principal Business Office or, if None, Residence:

75 Rockefeller Plaza, New York, NY 10019

Item 2(c) Citizenship:

Delaware

Item 2(d) Title of Class of Securities:

Common Stock, par value $0.01 per share

Item 2(e) CUSIP Number:

499184109

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:

(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);

(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).

If this statement is filed pursuant to Rule 13d-1(c), check this box. [X]

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

(a) Amount beneficially owned:

1,166,667 (1)

(b) Percent of Class:

5.2% (1)

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote 0

(ii) Shared power to vote or to direct the vote 1,166,667 (1)

(iii) Sole power to dispose or to direct the disposition of 0

(iv) Shared power to dispose or to direct the disposition of 1,166,667 (1)

1 Calculated pursuant to Rule 13d-3(d). The percentage is based on the number of shares of common stock of The Knot outstanding on December 31, 2003 based on information provided by The Knot. The 1,166,667 shares includes 800,000 shares of The Knot common stock and 366,667 additional shares issuable upon exercise of a warrant.

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.

Except as otherwise disclosed in periodic public filings with the Securities and Exchange Commission, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

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

America Online, Inc. - CO

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 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.

Date: February 12, 2004

Time Warner Inc.

/s/ Wayne H. Pace

(Signature)

Wayne H. Pace
Executive Vice President and
Chief Financial Officer

(Name/Title)

America Online, Inc.

/s/ Stephen M. Swad

(Signature)

Stephen M. Swad
Executive Vice President and
Chief Financial Officer

(Name/Title)

EXHIBIT NO. 1

JOINT FILING AGREEMENT

Time Warner Inc., a Delaware corporation, and America Online, Inc., a Delaware corporation, each hereby agrees, in accordance with Rule 13d-1(k) under

the Securities Exchange Act of 1934, that the Schedule 13G filed herewith, and any amendments thereto, relating to the shares of Common Stock, par value $.01 per share, of The Knot, Inc. is, and will be, jointly filed on behalf of each such person and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned hereby execute this Agreement as of the date set forth below.

Dated: February 12, 2004

TIME WARNER INC.

By: /s/ Wayne H. Pace

Name: Wayne H. Pace
Title: Executive Vice President and Chief Financial Officer

AMERICA ONLINE, INC.

By: /s/ Stephen M. Swad

Name: Stephen M. Swad
Title: Executive Vice President and Chief Financial Officer