

GRANITE BROADCASTING CORP  
Form SC 13G/A  
February 13, 2002

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

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

(Amendment No. 1)

GRANITE BROADCASTING CORPORATION

-----  
(Name of Issuer)

Common Stock (nonvoting), par value \$.01 per share

-----  
(Title of Class of Securities)

387241102

-----  
(CUSIP Number)

November 2, 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)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
NATIONAL BROADCASTING COMPANY, INC. 14-1682529

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
NOT APPLICABLE (a) [ ]  
(b) [ ]

-----  
3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

NOT APPLICABLE

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

NOT APPLICABLE

7 SOLE DISPOSITIVE POWER

4,500,000

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,500,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
[ ]

NOT APPLICABLE

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.5%

12 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

NATIONAL BROADCASTING COMPANY HOLDING, INC.

13-3448662

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b) [ ]

NOT APPLICABLE

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

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5 SOLE VOTING POWER  
NOT APPLICABLE

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
NOT APPLICABLE

---

7 SOLE DISPOSITIVE POWER  
DISCLAIMED (SEE 9 BELOW)

---

8 SHARED DISPOSITIVE POWER  
NOT APPLICABLE

---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED BY NATIONAL BROADCASTING COMPANY HOLDING, INC.

---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]  
NOT APPLICABLE

---

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
NOT APPLICABLE (SEE 9 ABOVE)

---

12 TYPE OF REPORTING PERSON  
CO

---

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
GENERAL ELECTRIC COMPANY 14-0689340

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]  
NOT APPLICABLE

---

3 SEC USE ONLY

---

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK

---

5 SOLE VOTING POWER  
NOT APPLICABLE

---

NUMBER OF

6 SHARED VOTING POWER

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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	NOT APPLICABLE
	-----
7	SOLE DISPOSITIVE POWER
	DISCLAIMED (SEE 9 BELOW)
	-----
8	SHARED DISPOSITIVE POWER
	NOT APPLICABLE
	-----
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	BENEFICIAL OWNERSHIP OF ALL SHARES IS DISCLAIMED BY GENERAL ELECTRIC COMPANY.
	-----
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]
	NOT APPLICABLE
	-----
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
	NOT APPLICABLE (SEE 9 ABOVE)
	-----
12	TYPE OF REPORTING PERSON
	CO
	-----

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- Item 1(a) Name of Issuer:  
Granite Broadcasting Corporation
- Item 1(b) Address of Issuer's Principal Executive Offices:  
767 Third Avenue - 34th Floor  
New York, New York 10017
- Item 2(a) Name of Person Filing:  
National Broadcasting Company, Inc. ("NBC")  
National Broadcasting Company Holding, Inc. ("NBCH")  
General Electric Company ("GE")  
  
NBC is a wholly-owned subsidiary of NBCH, which is in turn a wholly-owned subsidiary of GE.
- Item 2(b) Address of Principal Business Office or, if none, Residence:  
  
NBC: 30 Rockefeller Plaza, New York, NY 10112  
NBCH: 30 Rockefeller Plaza, New York, NY 10112  
GE: 3135 Easton Turnpike, Fairfield, CT 06431
- Item 2(c) Citizenship:

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NBC: Delaware corporation  
NBCH: Delaware corporation  
GE: New York corporation

Item 2(d) Title of Class of Securities:  
  
Common Stock (nonvoting), par value \$.01 per share

Item 2(e) CUSIP Number:  
  
387241101

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Item 3 If this statement is filed pursuant to Rules 13d-1(b),  
or 13d-2(b), or 13d-1(c) check whether the person filing  
is a:

Not applicable

Item 4 Ownership:

(a)-(c) The response of NBC, NBCH and GE to Items 5, 6,  
7, 8, 9 and 11 of each of their respective Cover Pages which relate to the  
beneficial ownership of the Common Stock of the Issuer are incorporated  
herein by reference.

Each of NBCH and GE hereby disclaim beneficial ownership  
of the Common Stock of the Issuer owned by NBC.

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:

Not applicable.

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

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

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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 8, 2002

NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell

-----  
Elizabeth A. Newell  
Assistant Secretary

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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 8, 2002

NATIONAL BROADCASTING COMPANY HOLDING, INC.

By: /s/ Elizabeth A. Newell

-----  
Elizabeth A. Newell  
Assistant Secretary

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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 8, 2002

GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing

-----  
Robert E. Healing  
Attorney-in-Fact

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EXHIBIT LIST

EXHIBIT NO. -----	TITLE -----	PAGE NO. -----
A	Joint Filing Agreement dated February 8, 2002, among GE, NBCH, and NBC.	11
B	Power of Attorney of GE	12

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JOINT FILING AGREEMENT

This will confirm the agreement by and among all of the undersigned that a statement may be filed on behalf of each of the undersigned persons by National Broadcasting Company, Inc. ("NBC") with respect to the Common Stock of Granite Broadcasting Corporation. Further, each of the undersigned agrees that NBC, by its duly elected officers, shall be authorized to sign from time to time on behalf of the undersigned, any amendments to this Schedule 13G relating to Granite Broadcasting Corporation which may be necessary or appropriate from time to time.

Date: February 8, 2002

GENERAL ELECTRIC COMPANY

By: /s/ Robert E. Healing

-----  
Robert E. Healing  
Attorney-in-Fact

NATIONAL BROADCASTING COMPANY  
HOLDING, INC.

By: /s/ Elizabeth A. Newell

-----  
Elizabeth A. Newell  
Assistant Secretary

NATIONAL BROADCASTING COMPANY, INC.

By: /s/ Elizabeth A. Newell

-----  
Elizabeth A. Newell  
Assistant Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that General Electric Company ("GE") constitutes and appoints each of the Corporate Counsel, Associate Corporate Counsel, and Associate Securities Counsel as its true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for and on behalf of GE and in GE's respective name, place and stead, in any and all capacities, to sign any Statements on Schedule 13D, Schedule 13G, Schedule 14D, Form 3, Form 4 or Form 5 under the Securities Exchange Act of 1934, and any and all amendments to any thereof, and other documents in connection therewith (including, without limitation, any joint filing agreement with respect to any Statement on Schedule 13D, Schedule 13G or 14D or amendment thereto) and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as GE might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Dated: February 8, 1999

GENERAL ELECTRIC COMPANY

By: /s/ B. W. Heineman, Jr.

-----  
Name: B. W. Heineman, Jr.  
Title: Senior Vice President,  
General Counsel and  
Secretary