

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 1)

MYPOINTS.COM, INC.  
(Name of Subject Company (Issuer))

UNV ACQUISITION CORP.

A WHOLLY OWNED SUBSIDIARY OF  
UNITED NEWVENTURES, INC.

(Name of Filing Persons (Offeror))

Common Stock, Par Value \$.001 Per Share  
Rights to Purchase Series A Participating Preferred Stock  
(Title of Class of Securities)

62855T102  
(CUSIP Number of Class of Securities)

Francesca M. Maher  
Senior Vice President, General  
Counsel and Secretary  
UAL Corporation  
1200 E. Algonquin Rd.  
Elk Grove Township, IL 60007  
(847) 700-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Person(s))

Copy to:

Elizabeth A. Raymond  
Marc F. Sperber  
Mayer, Brown & Platt  
190 South LaSalle Street  
Chicago, Illinois 60603-3441  
(312) 782-0600

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee
\$105,968,405	\$21,194

\* Estimated for purposes of calculating the amount of the filing fee only.

This calculation assumes (a) the purchase of all of the issued and outstanding shares of common stock, par value \$.001 per share of MyPoints.com, Inc., a Delaware corporation (the "Company"), together with the associated preferred stock purchase rights issued pursuant to the Preferred Stock Rights Agreement, dated as of December 13, 2000, between the Company and Wells Fargo Shareholder Services, as rights agent (the "Shares"), at a price per Share of \$2.60 in cash. As of June 1, 2001, based on the Company's representation of its capitalization as of such date, there were 40,757,079 Shares outstanding. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, equals 1/50th of one percent of the value of the Shares proposed to be acquired.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$21,194.00 Filing Party: United NewVentures, Inc. and UNV Acquisition Corp.

Form or Registration No.: Schedule TO Date Filed: June 13, 2001

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> third party tender offer<br>subject to Rule 14d-1 | <input type="checkbox"/> going-private transaction<br>subject to Rule 13e-3 |
| <input type="checkbox"/> issuer tender offer<br>subject to Rule 13e-4                 | <input type="checkbox"/> amendment to Schedule 13D<br>under Rule 13d-2      |

Check the following box if the filing is a final amendment reporting the results of the tender offer:

Amendment No. 1 to Schedule T0

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule T0 (the "Schedule T0") filed initially with the Securities and Exchange Commission on June 13, 2001 by United NewVentures, Inc., a Delaware corporation ("Parent") and UNV Acquisition Corp., a Delaware corporation ("Sub") and a wholly owned subsidiary of Parent relating to the tender offer (the "Offer") by Sub to purchase all of the Shares of the Company, at a price per Share of \$2.60 (the "Offer Price"), net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 13, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the "Offer"), copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule T0. Terms not otherwise defined shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule T0.

Item 11 Additional Information

Item 11 of the Schedule T0 is hereby amended and supplemented to include the following:

"On June 18, 2001, Parent and the Company were notified that the Federal Trade Commission granted early termination of the waiting period under the HSR Act applicable to the Offer. Parent issued a press release announcing the early termination of the waiting period under the HSR Act, a copy of which is attached hereto as Exhibit (a)(5)(ii) and is incorporated herein by reference."

Item 12. Exhibits

Item 12 of the Schedule T0 is hereby amended and supplemented to include the following:

"(a)(5)(ii) Press Release issued by Parent, dated June 20, 2001."

SIGNATURE

After due 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.

UNV ACQUISITION CORP.

By: /s/ Douglas A. Hacker  
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Name: Douglas A. Hacker  
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Title: President  
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UNITED NEWVENTURES, INC.

By: /s/ Douglas A. Hacker  
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Name: Douglas A. Hacker  
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Title: President  
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Dated: June 20, 2001

EXHIBIT INDEX

(a)(5)(ii)

Press Release issued by Parent, dated June 20, 2001.

Worldwide Communications Contact:  
Media Relations: 847.700.5538  
Evenings/Weekends: 847.700.4088

Contact:  
Chris Brathwaite: 847.700.2278

UNITED NEWVENTURES' PROPOSED ACQUISITION OF  
MYPPOINTS.COM CLEARS ANTI-TRUST HURDLE

For Immediate Release  
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CHICAGO, Ill., June 20, 2001 -- United NewVentures, a wholly owned subsidiary of UAL Corporation (NYSE: UAL) responsible for United Airlines' Internet initiatives and investments, and MyPoints.com (NASDAQ: MYPT), today announced that one of the conditions of the tender offer has been satisfied.

Early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, has been granted for United NewVentures' pending acquisition of MyPoints.com.

As previously announced, United NewVentures, through a subsidiary, has commenced a cash tender offer to purchase all outstanding shares of common stock of MyPoints.com for \$2.60 per share. The tender offer is currently scheduled to expire at 12:00 midnight, New York City time, on Wednesday, July 11, 2001.

About United Airlines

United Airlines offers nearly 2,300 flights a day on a network that spans the globe. United's Web site is [www.united.com](http://www.united.com).

-more-

United NewVentures Proposed Acquisition of MyPoints.Com  
Clears Anti-Trust Hurdle  
June 20, 2001

About United NewVentures

United NewVentures, founded in October 2000, is a wholly owned subsidiary of UAL Corp. that was created to focus the airline's Internet initiatives and investments into one company. United NewVentures provides United's customers with the latest technologies and services for their business and leisure travel needs. These services are provided in part through [united.com](http://united.com), the official Web site for United Airlines, which allows passengers to research flight, schedule and fare information and purchase travel on over 500 airlines worldwide.

About MyPoints.com

MyPoints.com is a leading provider of Internet direct marketing and membership services. The Company's flagship MyPoints(R) Program features a True Opt-in(R) database of members and provides advertisers with an integrated suite of targeted media products-including HTML-enhanced email and dynamically-served Web offers. The Company has sales offices in cities nationwide. For detailed product information please call 1-800-890-9351, 212-699-8050, ext. 7702 from outside North America, or visit MyPoints.com at <http://www.corp.mypoints.com>.

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