

GAGNON NEIL
Form SC 13G/A
February 08, 2006

**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. 5)¹**

Rentrak Corporation

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

760174 10 2

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check 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)

¹The 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).

CUSIP NO. 760174 10 2

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| | | |
|---|--|--|
| 1 | | NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) Neil Gagnon |
| 2 | | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> |
| 3 | | SEC USE ONLY |
| 4 | | CITIZENSHIP OR PLACE OF ORGANIZATION United States of America |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 200,880 |
| | 6 | SHARED VOTING POWER 109,365 |
| | 7 | SOLE DISPOSITIVE POWER 173,743 |
| | 8 | SHARED DISPOSITIVE POWER 373,836 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 547,579 | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* <input type="checkbox"/> | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.2% | |
| 12 | TYPE OF REPORTING PERSON* IN | |

ItemName of Issuer:

1(a).

Rentrak Corporation

ItemAddress of Issuer's

1(b). Principal Executive
Offices:

7700 N.E. Ambassador Place
Portland, Oregon 97220

ItemName of Person

2(a). Filing:

Neil Gagnon

ItemAddress of Principal

2(b). Business Office or, if none,
Residence:

1370 Avenue of the Americas
Suite 2400
New York, NY 10019

ItemCitizenship:

2(c).

United States of America

ItemTitle of Class of

2(d). Securities:

Common Shares, par value \$.001 per share

ItemCUSIP Number:

2(e).

760174 10 2

ItemIf this Statement is Filed Pursuant to

3. Rule 13d-1(b), or 13d-2(b) or (c), Check
Whether the Person Filing is a:

Not Applicable

ItemOwnership.

4.

Item Amount Beneficially

4(a). Owned:

As of December 31, 2005, Neil Gagnon beneficially owned 547,579 shares of Common Stock of Rentrak Corporation, which amount includes (i) 102,935 shares beneficially owned by Mr. Gagnon over which he has sole voting power and sole dispositive power; (ii) 25,457 shares beneficially owned by Mr. Gagnon over which he has sole voting power and shared dispositive power; (iii) 65,405 shares beneficially owned by Lois Gagnon, Mr. Gagnon's wife, over which he has shared voting power and shared dispositive power; (iv) 345 shares beneficially owned jointly by Mr. Gagnon and his wife, over which Mr. Gagnon has shared voting power and shared dispositive power; (v) 21,500 shares held by the Lois E. and Neil E. Gagnon Foundation (the "Foundation"), of which Mr. Gagnon is a trustee and over which he has shared voting power and shared dispositive power; (vi) 22,115 shares held by the Gagnon Family Limited Partnership (the "Partnership") of which Mr. Gagnon is a partner and over which he has shared voting power and shared dispositive power; (vii) 18,520 shares held by the Gagnon Grandchildren Trust (the "Trust") over which Mr. Gagnon has shared dispositive power but no voting power; (viii) 70,808 shares held by a hedge fund (the "Fund") of which Mr. Gagnon is the principal executive officer of the manager and over which he has sole dispositive power and sole voting power; (ix) 1,680 shares held by the Gagnon Securities LLC Profit Sharing Plan and Trust (the "Plan"), of which Mr. Gagnon is a trustee and has shared dispositive power and sole voting power; and (x) 218,814 shares held for certain customers of Gagnon Securities LLC of which Mr. Gagnon is the managing member and the principal owner and over which he shared dispositive power but no voting power.

Item Percent of Class:

4(b).

5.2% beneficially owned by Mr. Gagnon. Calculation of percentage of beneficial ownership is based on 10,564,726 shares of Issuer's Common Stock outstanding on November 1, 2005 as reported by the Issuer in its Quarterly Report filed on Form 10-Q for the period ended September 30, 2005.

Item Number of shares as

4(c). to which such person

has:

- (i) sole power to vote or to direct the vote: 200,880
- (ii) shared power to vote or to direct the vote: 109,365
- (iii) sole power to dispose or to direct the disposition of: 173,743
- (iv) shared power to dispose or to direct the disposition of: 373,836

Items Not applicable.

5-9.

Filing of this statement by Mr. Gagnon shall not be deemed an admission that he beneficially owns the securities reported herein as held in customer accounts at Gagnon Securities LLC or by the Foundation, the Partnership, the Trust, the Fund or the Plan. Mr. Gagnon expressly disclaims beneficial ownership of all securities held in such customer accounts or by the Foundation, the Partnership, the Trust, the Fund or the Plan. No single client's interest as reported in the customer accounts at Gagnon Securities LLC exceeds 5% of the outstanding Common Stock of the Issuer.

Certification.

Item

10.

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.

February 7, 2006

Date

/s/ Neil Gagnon

Neil Gagnon