ATHEROS COMMUNICATIONS INC

Form SC 13G February 14, 2005

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

| INFORMATIO | ON TO | ΒE | INC | LUDED | IN | STA | ATEMENTS | FILED | PURSUANT | TO | RULES | 13d-1 | (b), |
|------------|-------|-----|-----|-------|------|-----|----------|-------|----------|----|-------|-------|------|
| (c) | AND | (d) | AND | AMENI | OMEN | ITS | THERETO | FILED | PURSUANT | TO | 13d-2 | (b) | |

| (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) |
|--|
| Atheros Communications, Inc. |
| (Name of Issuer) |
| Common Stock |
| (Title of Class of Securities) |
| 04743P108 |
| (CUSIP Number) |
| December 31, 2004 |
| (Date of Event Which Requires Filing of this Statement) |
| Check the appropriate box to designate the rule pursuant to which this Schedul is filed: |
| [] Rule 13d-1(b) |
| [] Rule 13d-1(c) |
| [X] Rule 13d-1(d) |
| *The remainder of this cover page shall be filled out for a reporting person' initial filing on this form with respect to the subject class of securities, an for any subsequent amendment containing information which would altedisclosures provided in a prior cover page. |
| The information required on the remainder of this cover page shall not be deeme to be "filed" for the purpose of Section 18 of the Securities Exchange Act o 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). |
| (Continued on following pages) |
| Page 1 of 14 Pages |
| CUSIP NO. 04743P108 13 G Page 2 of 14 Page |
| 1 NAME OF REPORTING PERSON |

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) August Capital II, L.P. ("August II") Tax ID Number: 94-3303776 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER 3,714,530 shares, except that August Capital SHARES Management II, L.L.C. ("ACM II"), the general partner of August II, may be deemed to have sole BENEFICIALLY OWNED BY EACH power to vote these shares, and John Johnston REPORTING ("Johnston"), David F. Marquardt ("Marquardt"), and PERSON WITH Andrew S. Rappaport ("Rappaport"), the members of ACM II, may be deemed to have shared power to vote these shares. SHARED VOTING POWER 0 shares. _____ SOLE DISPOSITIVE POWER 3,714,530 shares, except that ACM II, the general partner of August II, may be deemed to have sole power to dispose of these shares, and Johnston, Marquardt and Rappaport, the members of ACM II, may be deemed to have shared power to dispose of these shares. SHARED DISPOSITIVE POWER 0 shares. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 TYPE OF REPORTING PERSON* *SEE INSTRUCTIONS BEFORE FILING OUT! CUSIP NO. 04743P108 13 G Page 3 of 14 Pages NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) August Capital Strategic Partners II, L.P. ("Partners II") Tax ID Number: 94-3312511

| 2 | CHECK 7 | THE APPE | ROPRIATE | BOX II | A MEME | BER OF A | A GROUI | > * | | | | |
|--|--|-------------------------------------|--|---|--|-------------------------------|-----------------------------|-----------------------|-------------------|----------------------------|----------------------------|--|
| | | | | | | | (a) |] |] | (b) | [X] | |
| 3 | SEC USE | ONLY | | | | | | | | | | |
| 4 | CITIZEN Delawan | | R PLACE (| OF ORGA | ANIZATIO |)N | | | | | | |
| NUMBE SHAR BENEFIC OWNED B REPOR PERS | 5 | 179,39 partne power and Ra | COLE VOTING POWER 79,396 shares, except that ACM II, the generative of Partners II, may be deemed to have bower to vote these shares, and Johnston, Marquad Rappaport, the members of ACM II, may be do have shared power to vote these shares. | | | | | e sole quardt | | | | |
| WII | п | 6 | SHARED VOTING POWER 0 shares. | | | | | | | | | |
| | | 7 | 179,39 partne power Marque | 96 sha er of E to dis ardt ar emed to | ITIVE PO ares, e Partners spose o nd Rappa have s | except II, in these aport, in | may be e shai the mer | deem res, mbers | ed t and of | o have l John ACM II | e sole nston, I, may | |
| | | 8 | SHAREI 0 sha: | |)SITIVE | POWER | | | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | 179,396 | | | | | |
| 10 | | | THE AGGREGATE AMOUNT IN ROW (9) | | | | | | [] | | | |
| 11 | PERCENT | OF CLA | OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | | | 0.38% | | | |
| 12 | TYPE OF | F REPORT | ING PER | SON* | | | | | | PN | | |
| | | *SEE | INSTRUC | TIONS E | BEFORE F | FILING (| OUT! | | | | | |
| CUSIP NO. | 04743E | 2108 | | | 13 G | | | Pag | e 4 | of 14 | Pages | |
| 1 | | IDENTIE Augus | TING PERSTICATION St Capita | NO. OF al Mana | agement | II, L. | | | | -Y) | | |
| 2 | CHECK 1 | THE APPE | ROPRIATE | BOX II | F A MEME | BER OF | | | | (1-) | F 3 2 3 | |
| | | | | | | | |] |] | (b) | [X] | |
| 3 | SEC USE | E ONLY | | | | | | | | | | |

| | Ü | Ū | | | | | | | |
|---|--------------------|---|--|--|--|--|--|--|--|
| 4 | CITIZEN Delawar | | R PLACE OF ORGANIZATION | | | | | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 5 | SOLE VOTING POWER 3,893,926 shares, of which 3,714,5 directly owned by August II and 179, directly owned by Partners II. ACM I partner of August II and Partners II, to have sole power to vote thes Johnston, Marquardt and Rappaport, ACM II, may be deemed to have shared these shares. | 396 shares are I, the general may be deemed e shares and the members of | | | | | |
| | | 6 | SHARED VOTING POWER 0 shares | | | | | | |
| | | 7 | SOLE DISPOSITIVE POWER 3,893,926 shares, of which 3,714,5 directly owned by August II and 179, directly owned by Partners II. ACM I partner of August II and Partners II, to have sole power to dispose of the Johnston, Marquardt and Rappaport, ACM II, may be deemed to have sha dispose of these shares. | 396 shares are I, the general may be deemed se shares and the members of | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER 0 shares | | | | | | |
| 9 | AGGREGA REPORTI | | 3,893,926 | | | | | | |
| 10 | | | FHE AGGREGATE AMOUNT IN ROW (9) AIN SHARES* | [] | | | | | |
| 11 | PERCENT | OF CL | ASS REPRESENTED BY AMOUNT IN ROW 9 | 8.18% | | | | | |
| 12 | TYPE OF | REPOR' | FING PERSON* | 00 | | | | | |
| | | *SEE | INSTRUCTIONS BEFORE FILING OUT! | | | | | | |
| CUSIP NO. | 04743P | 108 | | 5 of 14 Pages | | | | | |
| 1 | | IDENTII John | PORTING PERSON NTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) The phn Johnston ("Johnston") The phn Ston ("Johnston") The phn Ston ("Johnston") The phn Ston ("Johnston") | | | | | | |
| 2 | CHECK I | ECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | |
| 3 | SEC USE | | (d) [|] (b) [X] | | | | | |
| 4 | CITIZEN | SHIP O | R PLACE OF ORGANIZATION | | | | | | |

U.S. Citizen

| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 5 | 5 SOLE VOTING POWER 0 shares | | | | | | |
|---|-------------------|---|---|-----------------------------|---|---------------------------|--|--|--|
| | | 6 | SHARED VOTING POWER 3,893,926 shares, of which 3, owned by August II and 179,396 by Partners II. Johnston is a m general partner of August II a may be deemed to have shared shares. | are di ember c nd Par | directly owned er of ACM II, the Partners II, and | | | | |
| | | 7 | SOLE DISPOSITIVE POWER 0 shares | | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3, owned by August II and 179,396 by Partners II. Johnston is a m general partner of August II a may be deemed to have shared these shares. | are di ember c nd Par | rectly of ACM I tners I | owned I, the I, and | | | |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| 10 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | | |
| 11 | PERCEN | Γ OF CLA | SS REPRESENTED BY AMOUNT IN ROW 9 | | 8.18% | | | | |
| 12 | 12 TYPE OF | | ING PERSON* | | IN | | | | |
| | | *SEE | INSTRUCTIONS BEFORE FILING OUT! | | | | | | |
| CUSIP NO. | 047431 | P108 | 13 G | Page | 6 of 14 | Pages | | | |
| 1 | | IDENTIF David | TING PERSON TICATION NO. OF ABOVE PERSONS (ENT R F. Marquardt ("Marquardt") TD Number: | | ONLY) | | | | |
| 2 | CHECK | THE APPR | ROPRIATE BOX IF A MEMBER OF A GROU | P* | | | | | |
| | | | (a) | [] | (b) | [X] | | | |
| 3 | SEC USI | E ONLY | | | | | | | |
| 4 | CITIZEN U.S. C | | R PLACE OF ORGANIZATION | | | | | | |

| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 5 | SOLE VOTING POWER 14,048 shares | | | | | |
|---|--------------------|------------------|--|----------------|--|--------------------------|--|--|
| | | 6 | SHARED VOTING POWER 3,893,926 shares, of which 3,71 directly owned by August II and 1 directly owned by Partners II. member of ACM II, the general par and Partners II, and may be deem power to vote these shares. | 79,396 Marc | 0,396 shares ar Marquardt is her of August I | | | |
| | | 7 | SOLE DISPOSITIVE POWER 14,048 shares | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3,71 directly owned by August II and 1 directly owned by Partners II. member of ACM II, the general par and Partners II, and may be deem power to dispose of these shares. | 79,396 Marc | 6 shar quardt of Aug | es are is a ust II | | |
| 9 | AGGREGA REPORTI | | JNT BENEFICIALLY OWNED BY EACH SON | | 3 , 907 | , 974 | | |
| 10 | | | CHE AGGREGATE AMOUNT IN ROW (9) | | [] | | | |
| 11 | PERCENT | OF CLA | ASS REPRESENTED BY AMOUNT IN ROW 9 | | 8.21% | | | |
| 12 | TYPE OF | REPORT | | IN | | | | |
| | | *SEE | INSTRUCTIONS BEFORE FILING OUT! | | | | | |
| CUSIP NO. | 04743P | | | _ | of 14 | Pages | | |
| 1 | | IDENTIE Andre | TING PERSON TICATION NO. OF ABOVE PERSONS (ENTITIES S. Rappaport ("Rappaport") TD Number: | ES ONI | LY) | | | |
| 2 | CHECK T | HE APPF | ROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | |
| | | | (a) | [] | (b) | [X] | | |
| 3 | SEC USE | ONLY | | | | | | |
| 4 | CITIZEN U.S. Ci | | R PLACE OF ORGANIZATION | | | | | |
| NUMBE | R OF | | | | | | | |

| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | | 5 | SOLE VOTING POWER 5781 shares subject to options th within 60 days. | at are exercisable | | | | | |
|--|------------------------|--|---|---|--|--|--|--|--|
| WITH | | 6 | SHARED VOTING POWER 3,893,926 shares, of which 3,7 directly owned by August II and directly owned by Partners II member of ACM II, the general pa and Partners II, and may be dee power to vote these shares. | 179,396 shares are . Rappaport is a rtner of August II | | | | | |
| | | 7 | SOLE DISPOSITIVE POWER 5781 shares subject to options th within 60 days. | at are exercisable | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3,7 directly owned by August II and directly owned by Partners II member of ACM II, the general pa and Partners II, and may be dee power to dispose of these shares. | 179,396 shares are . Rappaport is a rtner of August II med to have shared | | | | | |
| 9 | AGGREGAT | | NT BENEFICIALLY OWNED BY EACH DN | 3,899,707 | | | | | |
| 10 | | | HE AGGREGATE AMOUNT IN ROW (9) IN SHARES* | [] | | | | | |
| 11 PERCENT OF CLASS | | | SS REPRESENTED BY AMOUNT IN ROW 9 | 8.19% | | | | | |
| 12 | TYPE OF | OF REPORTING PERSON* | | | | | | | |
| | | *SEE : | INSTRUCTIONS BEFORE FILING OUT! | | | | | | |
| CUSIP NO. | | | | Page 8 of 14 Pages | | | | | |
| ITEM 1(a). | | ME OF I | | | | | | | |
| | Atl | neros Co | ommunications, Inc. | | | | | | |
| ITEM 1(b). | ADI | ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: | | | | | | | |
| | | | or Avenue , CA 94085-3512 | | | | | | |
| ITEM 2(a). | NAME OF PERSON FILING: | | | | | | | | |
| | | | ement is filed by August Capital II partnership ("August II"), August | | | | | | |

Partners II, L.P., a Delaware limited partnership ("Partners II"), August Capital Management II, L.L.C. a Delaware limited liability company ("ACM II"), John Johnston ("Johnston"), David F. Marquardt ("Marquardt") and Andrew S. Rappaport ("Rappaport"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ACM II is the general partner of August II and Partners II, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by August II and Partners II. Johnston, Marquardt and Rappaport are the managing members of ACM II, and may be deemed to have shared power to vote and shared power to dispose of the shares of the issuer directly owned by August II and Partners II.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

August Capital 2480 Sand Hill Road, Suite 101 Menlo Park, California 94025

ITEM 2(c) CITIZENSHIP:

August II and Partners II are Delaware limited partnerships. ACM II is a Delaware limited liability company. Johnston, Marquardt and Rappaport are United States Citizens.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

04743P108

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ITEM 3. Not Applicable

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2004:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover $% \left(1\right) =\left(1\right) +\left(1\right)$

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

See Row 7 of cover $% \left(1\right) =\left(1\right) +\left(1\right)$

(iv) Shared power to dispose or to direct the
disposition of:

See Row 8 of cover page for each Reporting Person.

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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:

Under certain circumstances set forth in the limited partnership agreements of August II and Partners II, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

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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SIGNATURES

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.

Dated February 10, 2005

Entities: August Capital II, L.P.

August Capital Strategic Partners II, L.P.

August Capital Management II, L.L.C.

By:/s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the

above listed entities

Individuals: John Johnston

David F. Marquardt Andrew S. Rappaport

By:/s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the

above listed individuals

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EXHIBIT INDEX

Found on Sequentially

| Exhibit | | | Numbered Page |
|------------|----------------------|----------------------------|---------------------|
| Exhibit A: | Agreement of Joint F | iling | 13 |
| Exhibit B: | Reference to Mark G. | Wilson as Attorney-in-Fact | 14 |
| CUSIP NO. | 04743P108 | 13 G | Page 13 of 14 Pages |

EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Atheros Communications, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Dated February 10, 2005

Entities: August Capital II, L.P.

August Capital Strategic Partners II, L.P.

August Capital Management II, L.L.C.

By: /s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the

above listed entities

Individuals: John Johnston

David F. Marquardt Andrew S. Rappaport

By: /s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the

above listed individuals

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EXHIBIT B

Reference to Mark G. Wilson as Attorney-in-Fact

Mark G. Wilson has signed the enclosed documents as Attorney-in-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.