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SUPPORTSOFT INC
Form SC 13D
May 07, 2002

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)

SupportSoft, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

868587106

(CUSIP Number)

May 3, 2002

(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-2(c)

* 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).

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SEC 1745 (3-98)

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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RS Investment Management Co. LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / X /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 6 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY OWNED BY 7 SHARED VOTING POWER
EACH -6,722,450-

REPORTING PERSON 8 SOLE DISPOSITIVE POWER
WITH -0-

9 SHARED DISPOSITIVE POWER
-6,722,450-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-6,722,450-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
20.7%

13 TYPE OF REPORTING PERSON (See Instructions)
OO, HC

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Investment Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / X /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

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5 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER -0-
	7	SHARED VOTING POWER -6,722,450-
	8	SOLE DISPOSITIVE POWER -0-
	9	SHARED DISPOSITIVE POWER -6,722,450-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-6,722,450-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
20.7%

13 TYPE OF REPORTING PERSON (See Instructions)
IA, PN

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Diversified Growth Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / X /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER -0-
	7	SHARED VOTING POWER -4,181,000-
	8	SOLE DISPOSITIVE POWER -0-
	9	SHARED DISPOSITIVE POWER

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-4,181,000-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-4,181,000-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.5%

13 TYPE OF REPORTING PERSON (See Instructions)
IV

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ITEM 1.

This Schedule 13D is filed with respect to the Common Stock of SupportSoft, Inc.

ITEM 2.

This Schedule 13D is filed on behalf of the following:

- I. (a) RS Investment Management Co. LLC is a Delaware Limited Liability Company.
(b) 388 Market Street, Ste 200, San Francisco, CA 94111
(c) holding company
(d) no convictions in criminal proceedings
(e) no civil or administrative proceedings
- II. (a) RS Investment Management, L.P. is a California Limited Partnership.
(b) 388 Market Street, Ste 200, San Francisco, CA 94111
(c) registered investment adviser
(d) no convictions in criminal proceedings
(e) no civil or administrative proceedings
- III. (a) RS Diversified Growth Fund is part of a Massachusetts Business Trust.
(b) 388 Market Street, Ste 200, San Francisco, CA 94111
(c) investment company
(d) no convictions in criminal proceedings
(e) no civil or administrative proceedings

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ITEM 3

The securities with respect to which this Schedule 13D is filed were purchased by Funds managed by RSIM, L.P. using working capital contributed by the Funds respective partners and shareholders.

ITEM 4

This schedule is being filed based on a change in the ownership position of Funds managed by RSIM, L.P. due to acquisitions. All shares are held for investment purposes only. The reporting persons may sell all or part or acquire additional securities of the Issuer depending on market conditions and other economic factors.

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ITEM 5

The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13D that are beneficially owned by the persons listed in Item 2 are as follows:

RS Investment Mgmt Co. LLC	6,722,450	20.7%
RS Investment Mgmt, L.P.	6,722,450	20.7%
RS Diversified Growth Fund	4,181,000	12.5%

All percentages in this table are based, pursuant to 13D-1(e) of the Securities Exchange Act of 1934, as amended, on 33,494,459 shares of Common Stock of the Issuer outstanding as of April 10, 2002.

RS Investment Mgmt Co. LLC is a Delaware Limited Liability Company that is deemed to have shared dispositive power over 6,772,450 shares of the Issuer.

RS Investment Mgmt, L.P. is a California Limited Partnership that is deemed to have shared dispositive power over 6,772,450 shares of the Issuer.

RS Diversified Growth Fund is an investment company that is part of a Massachusetts Business Trust with shared dispositive power over 4,181,000 shares of the Issuer.

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The following is a list of transactions by the filing parties in the last 60 days:

ACCT	DATE	SHARES	TRADE AMT	TYPE
RS acct	03/05/2002	25000	97500	open mkt purchase
RS acct	03/06/2002	25000	100750	open mkt purchase
RS acct	03/07/2002	50000	204500	open mkt purchase
RS acct	03/12/2002	4100	18204	open mkt purchase
RS acct	03/12/2002	2100	9324	open mkt purchase
Sub-advised acct	03/12/2002	6200	27528	open mkt purchase
Sub-advised acct	03/12/2002	1600	7104	open mkt purchase
Sub-advised acct	03/18/2002	2500	9825	open mkt purchase
Sub-advised acct	03/18/2002	5000	19650	open mkt purchase
Sub-advised acct	03/18/2002	12400	48732	open mkt purchase
Sub-advised acct	03/19/2002	7400	26640	open mkt purchase
Sub-advised acct	03/19/2002	5000	18250	open mkt purchase
Sub-advised acct	03/19/2002	100	360	open mkt purchase
DGF	03/20/2002	4900	16129	open mkt purchase
DGF	03/20/2002	14900	49766	open mkt purchase
RS acct	03/20/2002	1000	3292	open mkt purchase
RS acct	03/20/2002	3000	10020	open mkt purchase
RS acct	03/20/2002	1800	5925	open mkt purchase
RS acct	03/20/2002	5300	17702	open mkt purchase
Sep acct	03/20/2002	7400	24716	open mkt purchase
Sep acct	03/20/2002	2500	8229	open mkt purchase
Sub-advised acct	03/20/2002	2000	6583	open mkt purchase
Sub-advised acct	03/20/2002	6000	20040	open mkt purchase
Sub-advised acct	03/20/2002	3000	10020	open mkt purchase
Sub-advised acct	03/20/2002	1000	3292	open mkt purchase

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Sub-advised acct	03/20/2002	500	1646	open mkt purchase
Sub-advised acct	03/20/2002	1500	5010	open mkt purchase
Sub-advised acct	03/20/2002	3900	13026	open mkt purchase
Sub-advised acct	03/20/2002	1300	4279	open mkt purchase
DGF	03/21/2002	8400	28896	open mkt purchase
RS acct	03/21/2002	1700	5848	open mkt purchase
RS acct	03/21/2002	3000	10320	open mkt purchase
Sep acct	03/21/2002	4100	14104	open mkt purchase
Sub-advised acct	03/21/2002	3300	11352	open mkt purchase
Sub-advised acct	03/21/2002	1600	5504	open mkt purchase
Sub-advised acct	03/21/2002	800	2752	open mkt purchase
Sub-advised acct	03/21/2002	2100	7224	open mkt purchase
DGF	03/22/2002	10500	35287	open mkt purchase
RS acct	03/22/2002	2200	7394	open mkt purchase
RS acct	03/22/2002	3800	12771	open mkt purchase
Sep acct	03/22/2002	5300	17812	open mkt purchase
Sub-advised acct	03/22/2002	4200	14115	open mkt purchase
Sub-advised acct	03/22/2002	2100	7057	open mkt purchase
Sub-advised acct	03/22/2002	1100	3697	open mkt purchase
Sub-advised acct	03/22/2002	2800	9410	open mkt purchase
DGF	03/25/2002	3400	10982	open mkt purchase
DGF	03/25/2002	900	2935	open mkt purchase
DGF	03/25/2002	900	2935	open mkt purchase
RS acct	03/25/2002	6700	21641	open mkt purchase
RS acct	03/25/2002	1700	5543	open mkt purchase
RS acct	03/25/2002	1800	5871	open mkt purchase
RS acct	03/25/2002	2700	8804	open mkt purchase
RS acct	03/25/2002	10200	32946	open mkt purchase
RS acct	03/25/2002	2700	8806	open mkt purchase
Sep acct	03/25/2002	9200	29716	open mkt purchase
Sep acct	03/25/2002	2400	7826	open mkt purchase
Sep acct	03/25/2002	2500	8154	open mkt purchase
Sub-advised acct	03/25/2002	300	978	open mkt purchase
Sub-advised acct	03/25/2002	400	1305	open mkt purchase
Sub-advised acct	03/25/2002	1300	4199	open mkt purchase
Sub-advised acct	03/25/2002	1800	5871	open mkt purchase
Sub-advised acct	03/25/2002	1700	5543	open mkt purchase
Sub-advised acct	03/25/2002	6700	21641	open mkt purchase
Sub-advised acct	03/25/2002	100	326	open mkt purchase
Sub-advised acct	03/25/2002	300	969	open mkt purchase
Sub-advised acct	03/25/2002	100	326	open mkt purchase
Sub-advised acct	03/25/2002	200	652	open mkt purchase
Sub-advised acct	03/25/2002	200	652	open mkt purchase
Sub-advised acct	03/25/2002	900	2907	open mkt purchase
DGF	03/26/2002	3700	11988	open mkt purchase
DGF	03/26/2002	2400	7752	open mkt purchase
RS acct	03/26/2002	7300	23652	open mkt purchase
RS acct	03/26/2002	4800	15504	open mkt purchase
RS acct	03/26/2002	10800	34992	open mkt purchase
RS acct	03/26/2002	7600	24548	open mkt purchase
Sep acct	03/26/2002	10000	32400	open mkt purchase
Sep acct	03/26/2002	6600	21318	open mkt purchase
Sub-advised acct	03/26/2002	1500	4860	open mkt purchase
Sub-advised acct	03/26/2002	1000	3230	open mkt purchase
Sub-advised acct	03/26/2002	7300	23652	open mkt purchase
Sub-advised acct	03/26/2002	4800	15504	open mkt purchase
Sub-advised acct	03/26/2002	400	1296	open mkt purchase
Sub-advised acct	03/26/2002	200	646	open mkt purchase
Sub-advised acct	03/26/2002	1000	3240	open mkt purchase
Sub-advised acct	03/26/2002	600	1938	open mkt purchase
DGF	04/09/2002	3800	10489	open mkt purchase
DGF	04/09/2002	66400	180296	open mkt purchase

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Sub-advised acct	04/09/2002	900	2484	open mkt purchase
Sub-advised acct	04/09/2002	16600	45074	open mkt purchase
Sub-advised acct	04/09/2002	8300	22537	open mkt purchase
Sub-advised acct	04/09/2002	500	1380	open mkt purchase
Sub-advised acct	04/09/2002	200	552	open mkt purchase
Sub-advised acct	04/09/2002	3300	8960	open mkt purchase
DGF	04/10/2002	28100	80577	open mkt purchase
Sub-advised acct	04/10/2002	7000	20072	open mkt purchase
Sub-advised acct	04/10/2002	3500	10036	open mkt purchase
Sub-advised acct	04/10/2002	1400	4014	open mkt purchase
DGF	04/11/2002	31600	95957	open mkt purchase
Sub-advised acct	04/11/2002	7900	23989	open mkt purchase
Sub-advised acct	04/11/2002	3900	11843	open mkt purchase
Sub-advised acct	04/11/2002	1600	4859	open mkt purchase
DGF	04/12/2002	35000	106225	open mkt purchase
Sub-advised acct	04/12/2002	8800	26708	open mkt purchase
Sub-advised acct	04/12/2002	4400	13354	open mkt purchase
Sub-advised acct	04/12/2002	1800	5463	open mkt purchase
DGF	04/15/2002	7000	21980	open mkt purchase
Sub-advised acct	04/15/2002	1800	5652	open mkt purchase
Sub-advised acct	04/15/2002	900	2826	open mkt purchase
Sub-advised acct	04/15/2002	300	942	open mkt purchase
DGF	04/16/2002	10600	39291	open mkt purchase
Sub-advised acct	04/16/2002	2600	9637	open mkt purchase
Sub-advised acct	04/16/2002	1300	4819	open mkt purchase
Sub-advised acct	04/16/2002	500	1853	open mkt purchase
DGF	04/18/2002	7800	32734	open mkt purchase
DGF	04/18/2002	2600	11061	open mkt purchase
RS acct	04/18/2002	50000	227700	open mkt purchase
RS acct	04/18/2002	22500	94426	open mkt purchase
RS acct	04/18/2002	7400	31483	open mkt purchase
RS acct	04/18/2002	7500	31908	open mkt purchase
RS acct	04/18/2002	22400	94006	open mkt purchase
Sub-advised acct	04/18/2002	4400	18719	open mkt purchase
Sub-advised acct	04/18/2002	13200	55396	open mkt purchase
Sub-advised acct	04/18/2002	1100	4616	open mkt purchase
Sub-advised acct	04/18/2002	400	1702	open mkt purchase
Sub-advised acct	04/18/2002	1100	4680	open mkt purchase
Sub-advised acct	04/18/2002	3200	13429	open mkt purchase
Sub-advised acct	04/18/2002	900	3829	open mkt purchase
Sub-advised acct	04/18/2002	2600	10911	open mkt purchase
Sub-advised acct	04/18/2002	700	2978	open mkt purchase
Sub-advised acct	04/18/2002	2200	9233	open mkt purchase
DGF	04/19/2002	56400	236034	open mkt purchase
Info Age	04/19/2002	9500	39805	open mkt purchase
Info Age	04/19/2002	9500	39757	open mkt purchase
Internet Age	04/19/2002	5500	23045	open mkt purchase
Internet Age	04/19/2002	5500	23017	open mkt purchase
RS acct	04/19/2002	10000	41850	open mkt purchase
RS acct	04/19/2002	10000	41850	open mkt purchase
Sep acct	04/19/2002	2700	11299	open mkt purchase
Sub-advised acct	04/19/2002	6800	28458	open mkt purchase
Sub-advised acct	04/19/2002	300	1255	open mkt purchase
Sub-advised acct	04/19/2002	2900	12136	open mkt purchase
Sub-advised acct	04/19/2002	800	3348	open mkt purchase
Sub-advised acct	04/19/2002	700	2929	open mkt purchase
Sub-advised acct	04/19/2002	4400	18414	open mkt purchase
DGF	04/22/2002	200	774	open mkt purchase
DGF	04/22/2002	200	786	open mkt purchase
DGF	04/22/2002	300	1134	open mkt purchase
Info Age	04/22/2002	12100	46816	open mkt purchase
Info Age	04/22/2002	12100	47553	open mkt purchase

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Info Age	04/22/2002	16800	63504	open mkt purchase
Internet Age	04/22/2002	7200	27858	open mkt purchase
Internet Age	04/22/2002	7200	28296	open mkt purchase
Internet Age	04/22/2002	9600	36288	open mkt purchase
RS acct	04/22/2002	10500	40626	open mkt purchase
RS acct	04/22/2002	10500	41265	open mkt purchase
RS acct	04/22/2002	14100	53298	open mkt purchase
RS acct	04/22/2002	10500	40626	open mkt purchase
RS acct	04/22/2002	10500	41265	open mkt purchase
RS acct	04/22/2002	14100	53298	open mkt purchase
Sep acct	04/22/2002	2200	8512	open mkt purchase
Sep acct	04/22/2002	2200	8646	open mkt purchase
Sep acct	04/22/2002	2900	10962	open mkt purchase
Sub-advised acct	04/22/2002	3000	11607	open mkt purchase
Sub-advised acct	04/22/2002	3000	11790	open mkt purchase
Sub-advised acct	04/22/2002	4000	15120	open mkt purchase
Sub-advised acct	04/22/2002	200	774	open mkt purchase
Sub-advised acct	04/22/2002	200	786	open mkt purchase
Sub-advised acct	04/22/2002	300	1134	open mkt purchase
Sub-advised acct	04/22/2002	500	1935	open mkt purchase
Sub-advised acct	04/22/2002	500	1965	open mkt purchase
Sub-advised acct	04/22/2002	600	2268	open mkt purchase
Sub-advised acct	04/22/2002	400	1548	open mkt purchase
Sub-advised acct	04/22/2002	400	1572	open mkt purchase
Sub-advised acct	04/22/2002	600	2268	open mkt purchase
Sub-advised acct	04/22/2002	3200	12381	open mkt purchase
Sub-advised acct	04/22/2002	3200	12576	open mkt purchase
Sub-advised acct	04/22/2002	4200	15876	open mkt purchase
DGF	04/23/2002	12600	46867	open mkt purchase
RS acct	04/23/2002	15800	58770	open mkt purchase
Sub-advised acct	04/23/2002	12600	46867	open mkt purchase
Sub-advised acct	04/23/2002	3200	11903	open mkt purchase
Sub-advised acct	04/23/2002	6300	23433	open mkt purchase
Sub-advised acct	04/23/2002	3200	11903	open mkt purchase
Sub-advised acct	04/23/2002	6300	23433	open mkt purchase
DGF	04/24/2002	2800	9590	open mkt purchase
DGF	04/24/2002	107200	368768	open mkt purchase
Info Age	04/24/2002	1000	3425	open mkt purchase
Info Age	04/24/2002	39000	134160	open mkt purchase
Internet Age	04/24/2002	14600	50224	open mkt purchase
Internet Age	04/24/2002	400	1370	open mkt purchase
RS acct	04/24/2002	100	342	open mkt purchase
RS acct	04/24/2002	4900	16856	open mkt purchase
RS acct	04/24/2002	100	342	open mkt purchase
RS acct	04/24/2002	4100	14104	open mkt purchase
Sep acct	04/24/2002	5100	17544	open mkt purchase
Sep acct	04/24/2002	100	342	open mkt purchase
Sub-advised acct	04/24/2002	13200	45408	open mkt purchase
Sub-advised acct	04/24/2002	300	1027	open mkt purchase
Sub-advised acct	04/24/2002	500	1720	open mkt purchase
Sub-advised acct	04/24/2002	1600	5504	open mkt purchase
Sub-advised acct	04/24/2002	1300	4472	open mkt purchase
Sub-advised acct	04/24/2002	200	685	open mkt purchase
Sub-advised acct	04/24/2002	8500	29240	open mkt purchase
DGF	04/29/2002	8400	28750	open mkt purchase
Sub-advised acct	04/29/2002	3900	13348	open mkt purchase
Sub-advised acct	04/29/2002	1300	4449	open mkt purchase
Sub-advised acct	04/29/2002	5200	17798	open mkt purchase
Sub-advised acct	04/30/2002	15000	52053	open mkt purchase
RS acct	05/03/2002	20000	64600	open mkt purchase
RS acct	05/03/2002	15000	48450	open mkt purchase
Sub-advised acct	05/03/2002	25000	80750	open mkt purchase

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ITEM 6

Please refer to Item 5.

ITEM 7

The following exhibits are filed herewith:

Exhibit A - Joint Filing Agreement

ITEM 8

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.

Dated: May 6, 2002

RS INVESTMENT MANAGEMENT CO. LLC

By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS INVESTMENT MANAGEMENT, L.P.

By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS DIVERSIFIED GROWTH FUND

By: RS Investment Management, L.P.
Investment Adviser
By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(f)(1). Each of them is responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is accurate.

Dated: May 6, 2002

RS INVESTMENT MANAGEMENT CO. LLC

By: /s/ G. Randall Hecht

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G. Randall Hecht
Chief Executive Officer

RS INVESTMENT MANAGEMENT, L.P.

By: RS Investment Management Co. LLC
General Partner

By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS DIVERSIFIED GROWTH FUND

By: RS Investment Management, L.P.
Investment Adviser

By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer