

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

SUPPORTSOFT INC  
Form SC 13G/A  
February 14, 2003

-----  
OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
-----

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
-----

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 2)

SupportSoft, Inc.

-----  
(Name of Issuer)

Common Stock

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

868587106

-----  
(CUSIP Number)

December 31, 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-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

Page 1 of 15 pages

CUSIP No. 868587106

Page 2 of 15 Pages

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Accel VI L.P. ("A6")

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

2,396,493 shares, except that Accel VI Associates L.L.C. ("A6A"), the general partner of A6, may be deemed to have sole power to vote these shares, and James W. Breyer ("Breyer"), Arthur C. Patterson ("Patterson"), G. Carter Sednaoui ("Sednaoui"), James R. Swartz ("Swartz") and J. Peter Wagner ("Wagner"), the managing members of A6A, may be deemed to have shared power to vote these shares.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

2,396,493 shares, except that A6A, the general partner of A6, may be deemed to have sole power to dispose of these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of A6A, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,396,493 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 868587106

Page 3 of 15 Pages

1 NAMES OF REPORTING PERSONS

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

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

Accel VI Associates L.L.C. ("A6A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Each 2,396,493 shares, all of which are directly owned by A6. A6A, the general partner of A6, may be deemed to have sole power to vote these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of A6A, may be deemed to have shared power to vote these shares.

NUMBER OF SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

See response to row 5.

7 SOLE DISPOSITIVE POWER

PERSON WITH

2,396,493 shares, all of which are directly owned by A6. A6A, the general partner of A6, may be deemed to have sole power to dispose of these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of A6A, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,396,493 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.1%

12 TYPE OF REPORTING PERSON\*

OO

\*SEE INSTRUCTION BEFORE FILLING OUT!

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

-----

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

Accel Internet Fund II L.P. ("AIF2")

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

5 SOLE VOTING POWER

306,187 shares, except that Accel Internet Fund II Associates L.L.C. ("AIF2A"), the general partner of AIF2, may be deemed to have sole power to vote these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of AIF2A, may be deemed to have shared power to vote these shares.

-----

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

See response to row 5.

-----

7 SOLE DISPOSITIVE POWER

306,187 shares, except that AIF2A, the general partner of AIF2, may be deemed to have sole power to dispose of these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of AIF2A, may be deemed to have shared power to dispose of these shares.

-----

8 SHARED DISPOSITIVE POWER

See response to row 7.

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

306,187 shares.

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

-----

12 TYPE OF REPORTING PERSON\*

PN

-----

\*SEE INSTRUCTION BEFORE FILLING OUT!

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

CUSIP No. 868587106

Page 5 of 15 Pages

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

Accel Internet Fund II Associates L.L.C. ("AIF2A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

306,187 shares, all of which are owned by AIF2. AIF2A, the general partner of AIF2, may be deemed to have sole power to vote these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of AIF2A, may be deemed to have shared power to vote these shares.

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

See response to row 5.

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

306,187 shares, all of which are owned by AIF2. AIF2A, the general partner of AIF2, may be deemed to have sole power to dispose of these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of AIF2A, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

306,187 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12 TYPE OF REPORTING PERSON\*

OO

\*SEE INSTRUCTION BEFORE FILLING OUT!

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

CUSIP No. 868587106

Page 6 of 15 Pages

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

Accel Keiretsu VI L.P. ("AK6")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

38,273 shares, except that Accel Keiretsu VI Associates L.L.C. ("AK6A"), the general partner of AK6, may be deemed to have sole power to vote these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of AK6A, may be deemed to have shared power to vote these shares.

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY

See response to row 5.

EACH REPORTING PERSON

7 SOLE DISPOSITIVE POWER

WITH

38,273 shares, except that AK6A, the general partner of AK6, may be deemed to have sole power to dispose of these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of AK6A, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,273 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON\*

PN

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 868587106

Page 7 of 15 Pages

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

Accel Keiretsu VI Associates L.L.C. ("AK6A")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

38,273 shares, all of which are directly owned by AK6. AK6A, the general partner of AK6, may be deemed to have sole power to vote these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of AK6A, may be deemed to have shared power to vote these shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

See response to row 5.

7 SOLE DISPOSITIVE POWER

38,273 shares, all of which are directly owned by AK6. AK6A, the general partner of AK6, may be deemed to have sole power to dispose of these shares, and Breyer, Patterson, Sednaoui, Swartz and Wagner, the managing members of AK6A, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

38,273 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON\*

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

OO

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 868587106

Page 8 of 15 Pages

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Accel Investors '98 L.P. ("AI98")

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
5 SOLE VOTING POWER

203,144 shares, except that Breyer, Patterson, Sednaoui, Swartz and Wagner, the general partners of AI98, may be deemed to have shared power to vote these shares.

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

See response to row 5.

-----  
7 SOLE DISPOSITIVE POWER

203,144 shares, except that Breyer, Patterson, Sednaoui, Swartz and Wagner, the general partners of AI98, may be deemed to have shared power to dispose of these shares.

-----  
8 SHARED DISPOSITIVE POWER

See response to row 7.

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

203,144 shares.

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.6%

-----  
12 TYPE OF REPORTING PERSON\*

PN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!



Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

CUSIP No. 868587106

Page 9 of 15 Pages

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

James W. Breyer ("Breyer")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Breyer is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Breyer is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,944,097 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

12 TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 868587106

Page 10 of 15 Pages

-----  
1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Arthur C. Patterson ("Patterson")

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

-----  
5 SOLE VOTING POWER

0 shares.

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Patterson is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to vote these shares.

-----  
7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Patterson is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to dispose of these shares.

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,944,097 shares.

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

|\_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 868587106

Page 11 of 15 Pages

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

G. Carter Sednaoui ("Sednaoui")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) |\_ |

(b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Sednaoui is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Sednaoui is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to dispose of these shares.

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,944,097 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 868587106

Page 12 of 15 Pages

1 NAMES OF REPORTING PERSONS

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

James R. Swartz ("Swartz")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Swartz is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares.

8 SHARED DISPOSITIVE POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

AI98. Swartz is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,944,097 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 868587106

Page 13 of 15 Pages

1 NAMES OF REPORTING PERSONS

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

J. Peter Wagner ("Wagner")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER

0 shares.

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Wagner is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER

0 shares.

Edgar Filing: SUPPORTSOFT INC - Form SC 13G/A

8 SHARED DISPOSITIVE POWER

2,944,097 shares, of which 2,396,493 are directly owned by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by AI98. Wagner is a managing member of A6A, the general partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general partner of AK6 and a general partner of AI98 and may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,944,097 shares.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.7%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 14 of 15 Pages

This Amendment No. 2 amends Amendment No. 1 to the Statement on 13(G) filed by Accel VI L.P., a Delaware limited liability partnership ("A6"), Accel VI Associates L.L.C., a Delaware limited liability company and the general partner of A6 ("A6A"), Accel Internet Fund II L.P., a Delaware limited liability partnership ("AIF2"), Accel Internet Fund II Associates L.L.C., a Delaware limited liability company and the general partner of AIF2 ("AIF2A"), Accel Keiretsu VI L.P., a Delaware limited liability partnership ("AK6"), Accel Keiretsu VI Associates L.L.C., a Delaware limited liability company and the general partner of AK6 ("AK6A"), Accel Investors '98 L.P., a Delaware limited liability partnership ("AI98"), James W. Breyer ("Breyer"), a managing member of A6A, AIF2A and AK6A and a general partner of AI98, Arthur C. Patterson ("Patterson"), a managing member of A6A, AIF2A and AK6A and a general partner of AI98, G. Carter Sednaoui ("Sednaoui"), a managing member of A6A, AIF2A and AK6A and a general partner of AI98, James R. Swartz ("Swartz"), a managing member of A6A, AIF2A and AK6A and a general partner of AI98 and J. Peter Wagner ("Wagner"), a managing member of A6A, AIF2A and AK6A and a general partner of AI98. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 2.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. 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, 2002.

- (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

