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SUPPORTSOFT INC  
Form SC 13D/A  
August 27, 2002

OMB APPROVAL

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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. 2)

SupportSoft, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

868587106

(CUSIP Number)

August 23, 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(a)

\* 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) / /  
(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 -7,793,450-

REPORTING PERSON 8 SOLE DISPOSITIVE POWER  
WITH -0-

9 SHARED DISPOSITIVE POWER  
-7,793,450-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-7,793,450-

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

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
23.3%

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) / /  
(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 -7,793,450-
	8	SOLE DISPOSITIVE POWER -0-
	9	SHARED DISPOSITIVE POWER -7,793,450-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-7,793,450-

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

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
23.3%

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) / /  
(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 -5,116,800-
	8	SOLE DISPOSITIVE POWER -0-
	9	SHARED DISPOSITIVE POWER

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-5,116,800-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-5,116,800-

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

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
15.3%

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 1700, 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 1700, 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 1700, 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. and RS Growth Group LLC 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. and RS Growth Group LLC due to acquisitions. All shares are held for investment purposes only. The reporting persons may sell all or part or acquire

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additional securities of the Issuer depending on market conditions and other economic factors.

### 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	7,793,450	23.3%
RS Investment Mgmt, L.P.	7,793,450	23.3%
RS Diversified Growth Fund	5,116,800	15.3%

All percentages in this table are based, pursuant to 13D-1(e) of the Securities Exchange Act of 1934, as amended, on 33,501,459 shares of Common Stock of the Issuer outstanding as of May 15, 2002.

RS Investment Mgmt Co. LLC is a Delaware Limited Liability Company that is deemed to have shared dispositive power over 7,793,450 shares of the Issuer.

RS Investment Mgmt, L.P. is a California Limited Partnership that is deemed to have shared dispositive power over 7,793,450 shares of the Issuer.

RS Diversified Growth Fund is an investment company that is a series Of a Massachusetts Business Trust with shared dispositive power Over 5,116,800 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	AMT	TYPE
DGF	06/24/2002	400	1190	open mkt purch
Sub-advised acct	06/24/2002	100	297	open mkt purch
Sub-advised acct	06/24/2002	200	595	open mkt purch
DGF	06/25/2002	19000	56050	open mkt purch
DGF	06/25/2002	4800	14520	open mkt purch
RS acct	06/25/2002	2800	8260	open mkt purch
RS acct	06/25/2002	700	2117	open mkt purch
Sub-advised acct	06/25/2002	500	1512	open mkt purch
Sub-advised acct	06/25/2002	1800	5310	open mkt purch
Sub-advised acct	06/25/2002	100	295	open mkt purch
Sub-advised acct	06/25/2002	300	907	open mkt purch
Sub-advised acct	06/25/2002	1300	3835	open mkt purch
DGF	06/26/2002	30300	81583	open mkt purch
RS acct	06/26/2002	4400	11847	open mkt purch
Sub-advised acct	06/26/2002	2900	7808	open mkt purch
Sub-advised acct	06/26/2002	300	808	open mkt purch
Sub-advised acct	06/26/2002	2100	5654	open mkt purch
DGF	06/27/2002	18700	51238	open mkt purch
DGF	06/27/2002	27900	72540	open mkt purch
RS acct	06/27/2002	1400	3836	open mkt purch
RS acct	06/27/2002	2100	5460	open mkt purch

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RS acct	06/27/2002	1400	3836	open mkt purch
RS acct	06/27/2002	2100	5460	open mkt purch
Sep acct	06/27/2002	1400	3836	open mkt purch
Sep acct	06/27/2002	2100	5460	open mkt purch
Sub-advised acct	06/27/2002	1800	4932	open mkt purch
Sub-advised acct	06/27/2002	2700	7020	open mkt purch
Sub-advised acct	06/27/2002	100	260	open mkt purch
Sub-advised acct	06/27/2002	300	822	open mkt purch
Sub-advised acct	06/27/2002	500	1300	open mkt purch
DGF	06/28/2002	53200	156041	open mkt purch
DGF	06/28/2002	99600	278880	open mkt purch
RS acct	06/28/2002	4000	11732	open mkt purch
RS acct	06/28/2002	7500	21000	open mkt purch
RS acct	06/28/2002	4100	12026	open mkt purch
RS acct	06/28/2002	7600	21280	open mkt purch
Sep acct	06/28/2002	3900	11439	open mkt purch
Sep acct	06/28/2002	7400	20720	open mkt purch
Sub-advised acct	06/28/2002	5300	15545	open mkt purch
Sub-advised acct	06/28/2002	9800	27440	open mkt purch
Sub-advised acct	06/28/2002	100	293	open mkt purch
Sub-advised acct	06/28/2002	200	560	open mkt purch
Sub-advised acct	06/28/2002	900	2640	open mkt purch
Sub-advised acct	06/28/2002	1600	4480	open mkt purch
Sep acct	07/02/2002	2000	5193	open mkt purch
Sub-advised acct	07/02/2002	2700	7010	open mkt purch
Sub-advised acct	07/02/2002	200	519	open mkt purch
Sub-advised acct	07/02/2002	4000	10385	open mkt purch
Sub-advised acct	07/02/2002	10000	25963	open mkt purch
Sub-advised acct	07/02/2002	600	1558	open mkt purch
Sub-advised acct	07/02/2002	500	1298	open mkt purch
DGF	07/03/2002	25400	65672	open mkt purch
DGF	07/03/2002	24600	62115	open mkt purch
Sub-advised acct	07/03/2002	4900	12372	open mkt purch
Sub-advised acct	07/03/2002	5100	13186	open mkt purch
DGF	07/08/2002	4300	10658	open mkt purch
Sub-advised acct	07/08/2002	1300	3222	open mkt purch
DGF	07/09/2002	15400	36498	open mkt purch
Sub-advised acct	07/09/2002	4600	10902	open mkt purch
DGF	07/10/2002	40300	92626	open mkt purch
Sub-advised acct	07/10/2002	9100	20915	open mkt purch
RS acct	07/12/2002	4700	10622	open mkt purch
RS acct	07/12/2002	7300	16498	open mkt purch
Sub-advised acct	07/12/2002	1900	4294	open mkt purch
DGF	07/15/2002	8900	18067	open mkt purch
DGF	07/15/2002	900	1827	open mkt purch
DGF	07/15/2002	12400	24800	open mkt purch
RS acct	07/15/2002	2300	4669	open mkt purch
RS acct	07/15/2002	200	406	open mkt purch
RS acct	07/15/2002	6600	13398	open mkt purch
RS acct	07/15/2002	700	1421	open mkt purch
RS Internet Age	07/15/2002	5500	11097	open mkt sale
RS Internet Age	07/15/2002	5500	11097	open mkt sale
RS Internet Age	07/15/2002	7200	14527	open mkt sale
RS Internet Age	07/15/2002	7200	14527	open mkt sale
RS Internet Age	07/15/2002	2100	4237	open mkt sale
RS Internet Age	07/15/2002	7500	15000	open mkt sale
RS Internet Age	07/15/2002	14600	29199	open mkt sale
RS Internet Age	07/15/2002	400	800	open mkt sale
Sub-advised acct	07/15/2002	5000	10150	open mkt purch
Sub-advised acct	07/15/2002	500	1015	open mkt purch
Sub-advised acct	07/15/2002	7000	14000	open mkt purch
Sub-advised acct	07/15/2002	2200	4466	open mkt purch

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Sub-advised acct	07/15/2002	200	406	open mkt purch
Sub-advised acct	07/15/2002	3100	6200	open mkt purch
DGF	07/16/2002	6700	13601	open mkt purch
RS acct	07/16/2002	2900	5887	open mkt purch
RS acct	07/16/2002	8400	17052	open mkt purch
Sub-advised acct	07/16/2002	3800	7714	open mkt purch
Sub-advised acct	07/16/2002	1700	3451	open mkt purch
DGF	07/18/2002	11100	26512	open mkt purch
RS acct	07/18/2002	4900	11704	open mkt purch
RS acct	07/18/2002	13900	33200	open mkt purch
Sub-advised acct	07/18/2002	6200	14809	open mkt purch
Sub-advised acct	07/18/2002	2800	6688	open mkt purch
DGF	07/19/2002	6200	15872	open mkt purch
DGF	07/19/2002	10000	25300	open mkt purch
DGF	07/22/2002	27300	60865	open mkt purch
DGF	07/22/2002	2100	4398	open mkt purch
Sub-advised acct	07/22/2002	400	838	open mkt purch
Sub-advised acct	07/22/2002	4700	10479	open mkt purch
DGF	07/23/2002	3700	7881	open mkt purch
Sub-advised acct	07/23/2002	600	1278	open mkt purch
RS acct	07/24/2002	7600	15105	open mkt sale
RS Info Age	07/24/2002	9500	18881	open mkt sale
RS Info Age	07/24/2002	5700	11328	open mkt sale
DGF	07/25/2002	8600	15606	open mkt purch
RS acct	07/25/2002	10000	19026	open mkt sale
RS Info Age	07/25/2002	3800	7230	open mkt sale
RS Info Age	07/25/2002	12100	23022	open mkt sale
RS Info Age	07/25/2002	4100	7801	open mkt sale
Sub-advised acct	07/25/2002	1400	2540	open mkt purch
RS acct	07/26/2002	9100	16728	open mkt sale
RS Info Age	07/26/2002	8000	14706	open mkt sale
RS Info Age	07/26/2002	10100	18566	open mkt sale
DGF	07/29/2002	14700	27930	open mkt purch
RS acct	07/29/2002	1000	2009	open mkt sale
RS acct	07/29/2002	22300	42369	open mkt sale
RS acct	07/29/2002	2300	4370	open mkt purch
RS acct	07/29/2002	20000	38000	open mkt purch
RS Info Age	07/29/2002	2000	4018	open mkt sale
RS Info Age	07/29/2002	4700	8930	open mkt sale
RS Info Age	07/29/2002	39000	74098	open mkt sale
RS Info Age	07/29/2002	1000	1900	open mkt sale
Sub-advised acct	07/29/2002	12900	24510	open mkt purch
Sub-advised acct	07/29/2002	12100	22990	open mkt purch
Sub-advised acct	07/29/2002	5000	9500	open mkt purch
DGF	07/30/2002	400	915	open mkt purch
DGF	07/30/2002	100	195	open mkt purch
RS acct	07/30/2002	11400	26079	open mkt purch
RS acct	07/30/2002	3600	7015	open mkt purch
RS acct	07/30/2002	8600	19673	open mkt purch
RS acct	07/30/2002	2800	5456	open mkt purch
Sub-advised acct	07/30/2002	800	1830	open mkt purch
Sub-advised acct	07/30/2002	300	585	open mkt purch
Sub-advised acct	07/30/2002	800	1830	open mkt purch
Sub-advised acct	07/30/2002	300	585	open mkt purch
Sub-advised acct	07/30/2002	700	1601	open mkt purch
Sub-advised acct	07/30/2002	200	390	open mkt purch
DGF	07/31/2002	200	492	open mkt purch
RS acct	07/31/2002	5100	12545	open mkt purch
RS acct	07/31/2002	3800	9347	open mkt purch
Sub-advised acct	07/31/2002	300	738	open mkt purch
Sub-advised acct	07/31/2002	300	738	open mkt purch
Sub-advised acct	07/31/2002	300	738	open mkt purch

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DGF	08/01/2002	600	1517	open mkt purch
RS acct	08/01/2002	17300	43729	open mkt purch
RS acct	08/01/2002	13200	33366	open mkt purch
Sub-advised acct	08/01/2002	1200	3033	open mkt purch
Sub-advised acct	08/01/2002	1200	3033	open mkt purch
Sub-advised acct	08/01/2002	1100	2780	open mkt purch
DGF	08/02/2002	300	744	open mkt purch
RS acct	08/02/2002	10100	25062	open mkt purch
RS acct	08/02/2002	7600	18859	open mkt purch
Sub-advised acct	08/02/2002	700	1737	open mkt purch
Sub-advised acct	08/02/2002	700	1737	open mkt purch
Sub-advised acct	08/02/2002	600	1489	open mkt purch
DGF	08/05/2002	200	446	open mkt purch
RS acct	08/05/2002	5100	11385	open mkt purch
RS acct	08/05/2002	4000	8930	open mkt purch
Sub-advised acct	08/05/2002	400	893	open mkt purch
Sub-advised acct	08/05/2002	400	893	open mkt purch
Sub-advised acct	08/05/2002	300	670	open mkt purch
DGF	08/06/2002	300	756	open mkt purch
RS acct	08/06/2002	11300	28476	open mkt purch
RS acct	08/06/2002	8400	21168	open mkt purch
Sub-advised acct	08/06/2002	700	1764	open mkt purch
Sub-advised acct	08/06/2002	700	1764	open mkt purch
Sub-advised acct	08/06/2002	700	1764	open mkt purch
DGF	08/07/2002	63900	162843	open mkt purch
RS acct	08/07/2002	3700	9429	open mkt purch
RS acct	08/07/2002	2800	7136	open mkt purch
Sub-advised acct	08/07/2002	300	765	open mkt purch
Sub-advised acct	08/07/2002	3100	7900	open mkt purch
Sub-advised acct	08/07/2002	300	765	open mkt purch
DGF	08/08/2002	8700	23455	open mkt purch
RS acct	08/08/2002	500	1348	open mkt purch
RS acct	08/08/2002	400	1078	open mkt purch
Sub-advised acct	08/08/2002	400	1078	open mkt purch
DGF	08/09/2002	15200	37383	open mkt purch
DGF	08/09/2002	137000	312360	open mkt purch
RS acct	08/09/2002	900	2213	open mkt purch
RS acct	08/09/2002	8700	19836	open mkt purch
RS acct	08/09/2002	7600	17328	open mkt purch
RS acct	08/09/2002	800	1968	open mkt purch
Sep acct	08/09/2002	2700	6156	open mkt purch
Sep acct	08/09/2002	300	738	open mkt purch
Sub-advised acct	08/09/2002	300	684	open mkt purch
Sub-advised acct	08/09/2002	300	684	open mkt purch
Sub-advised acct	08/09/2002	700	1722	open mkt purch
Sub-advised acct	08/09/2002	6300	14364	open mkt purch
Sub-advised acct	08/09/2002	700	1722	open mkt purch
Sub-advised acct	08/09/2002	6400	14592	open mkt purch
Sub-advised acct	08/09/2002	2300	5244	open mkt purch
Sub-advised acct	08/09/2002	200	492	open mkt purch
Sub-advised acct	08/09/2002	4800	10944	open mkt purch
Sub-advised acct	08/09/2002	500	1230	open mkt purch
DGF	08/13/2002	2300	5347	open mkt purch
DGF	08/13/2002	2300	5359	open mkt purch
Sub-advised acct	08/13/2002	2700	6291	open mkt purch
Sub-advised acct	08/13/2002	2700	6277	open mkt purch
DGF	08/20/2002	2500	6102	open mkt purch
Sub-advised acct	08/20/2002	3000	7323	open mkt purch
DGF	08/21/2002	2200	5156	open mkt purch
DGF	08/21/2002	4500	10440	open mkt purch
Sub-advised acct	08/21/2002	2800	6562	open mkt purch
Sub-advised acct	08/21/2002	5500	12760	open mkt purch



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DGF	08/22/2002	3500	9010	open mkt purch
Sub-advised acct	08/22/2002	4400	11327	open mkt purch

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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: August 26, 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

CUSIP No. 868587106

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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: August 26, 2002

RS INVESTMENT MANAGEMENT CO. LLC

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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