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SUPPORTSOFT INC
Form SC 13D/A
April 08, 2003

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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. 4)

SupportSoft, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

868587106

(CUSIP Number)

April 7, 2003

(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 -8,015,200-

REPORTING PERSON 8 SOLE DISPOSITIVE POWER
WITH -0-

9 SHARED DISPOSITIVE POWER
-8,015,200-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-8,015,200-

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

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
23.7%

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) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CITIZENSHIP OR PLACE OF ORGANIZATION

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California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER -0-

	7	SHARED VOTING POWER -8,015,200-

	8	SOLE DISPOSITIVE POWER -0-

	9	SHARED DISPOSITIVE POWER -8,015,200-

10	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -8,015,200-	

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

12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 23.7%	

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) G. Randall Hecht	

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 USA	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER -0-

	7	SHARED VOTING POWER -8,015,200-

	8	SOLE DISPOSITIVE POWER -0-

	9	SHARED DISPOSITIVE POWER -8,015,200-

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10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-8,015,200-

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

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
23.7%

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

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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 -5,532,100-
	8	SOLE DISPOSITIVE POWER -0-
	9	SHARED DISPOSITIVE POWER -5,532,100-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-5,532,100-

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

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
16.4%

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 a series 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

IV. (a) G. Randall Hecht is a control person of RS Investment Management Co. LLC and RS Investment Management, L.P.

(b) RS Investments, 388 Market Street, Ste 1700, San Francisco, CA 94111

(c) Chief Executive Officer of RS Investment Management Co. LLC and RS Investment Management, L.P.

(d) no convictions in criminal proceedings

(e) no civil or administrative proceedings

RS Investment Management, L.P. is a Registered Investment Adviser and the investment adviser to RS Diversified Growth Fund.

RS Investment Management Co. LLC is the General Partner of RS Investment Management, L.P. G. Randall Hecht is a control person of RS Investment Management Co. LLC and RS Investment Management, L.P.

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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 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	8,015,200	23.7%
RS Investment Mgmt, L.P.	8,015,200	23.7%
RS Diversified Growth Fund	5,532,100	16.4%

All percentages in this table are based, pursuant to 13D-1(e) of the Securities Exchange Act of 1934, as amended, on 33,826,053 shares of Common Stock of the Issuer outstanding as of March 27, 2003.

RS Investment Mgmt Co. LLC is a Delaware Limited Liability Company that is deemed to have shared dispositive power over 8,015,200 shares of the Issuer.

RS Investment Mgmt, L.P. is a California Limited Partnership that is deemed to have shared dispositive power over 8,015,200 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 5,532,100 shares of the Issuer.

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

DATE	SHARES	PRICE/SH	TYPE
02/12/2003	1650	2.27	open mkt sale
02/12/2003	850	2.27	open mkt sale
02/12/2003	9200	2.27	open mkt sale
02/12/2003	1100	2.27	open mkt sale
02/12/2003	10500	2.27	open mkt sale
02/12/2003	600	2.27	open mkt sale
02/12/2003	600	2.27	open mkt sale
02/12/2003	500	2.27	open mkt sale
02/13/2003	1000	2.17	open mkt sale
02/13/2003	3700	2.17	open mkt sale
02/13/2003	5300	2.17	open mkt sale
02/14/2003	400	2.17	open mkt sale
02/14/2003	1700	2.17	open mkt sale
02/14/2003	2450	2.17	open mkt sale
02/21/2003	400	2.12	open mkt sale
02/21/2003	1500	2.12	open mkt sale
02/21/2003	2200	2.12	open mkt sale
02/24/2003	500	2.12	open mkt sale
02/24/2003	1800	2.12	open mkt sale
02/24/2003	2700	2.12	open mkt sale
03/05/2003	200	2.06	open mkt sale
03/05/2003	600	2.06	open mkt sale
03/05/2003	700	2.06	open mkt sale
03/05/2003	300	2.06	open mkt sale
03/06/2003	700	1.92	open mkt sale
03/06/2003	1600	1.93	open mkt sale

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03/06/2003	400	1.93	open mkt sale
03/06/2003	1100	1.92	open mkt sale
03/06/2003	300	1.92	open mkt sale
03/06/2003	1300	1.92	open mkt sale
03/06/2003	300	1.92	open mkt sale
03/06/2003	1600	1.93	open mkt sale
03/06/2003	1700	1.92	open mkt sale
03/06/2003	800	1.93	open mkt sale
03/06/2003	7250	1.92	open mkt sale
03/06/2003	11200	1.92	open mkt sale
03/06/2003	2200	1.93	open mkt sale
03/06/2003	1250	1.92	open mkt sale
03/06/2003	18650	1.92	open mkt sale
03/06/2003	10350	1.92	open mkt sale
03/06/2003	300	1.92	open mkt sale
03/06/2003	5500	1.92	open mkt sale
03/06/2003	700	1.92	open mkt sale
03/06/2003	1200	1.93	open mkt sale
03/06/2003	1100	1.92	open mkt sale
03/06/2003	1600	1.93	open mkt sale
03/06/2003	1700	1.92	open mkt sale
03/06/2003	700	1.92	open mkt sale
03/06/2003	2800	1.93	open mkt sale
03/06/2003	700	1.92	open mkt sale
03/06/2003	300	1.92	open mkt sale
03/06/2003	2700	1.92	open mkt sale
03/06/2003	28900	1.92	open mkt sale
03/06/2003	5300	1.92	open mkt sale
03/06/2003	5400	1.93	open mkt sale
03/06/2003	8000	1.93	open mkt sale
03/06/2003	40500	1.92	open mkt sale
03/06/2003	11900	1.92	open mkt sale
03/06/2003	1900	1.92	open mkt sale
03/06/2003	7100	1.92	open mkt sale
03/06/2003	500	1.92	open mkt sale
03/06/2003	500	1.92	open mkt sale
03/06/2003	650	1.92	open mkt sale
03/06/2003	2800	1.93	open mkt sale
03/06/2003	15800	1.92	open mkt sale
03/06/2003	1100	1.92	open mkt sale
03/06/2003	1300	1.92	open mkt sale
03/06/2003	3000	1.93	open mkt sale
03/06/2003	800	1.93	open mkt sale
03/06/2003	1600	1.93	open mkt sale
03/06/2003	1500	1.92	open mkt sale
03/06/2003	3300	1.92	open mkt sale
03/06/2003	3100	1.92	open mkt sale
03/06/2003	3000	1.93	open mkt sale
03/06/2003	4100	1.92	open mkt sale
03/06/2003	100	1.92	open mkt sale
03/06/2003	3800	1.93	open mkt sale
03/06/2003	900	1.92	open mkt sale
03/06/2003	700	1.92	open mkt sale
03/06/2003	2450	1.92	open mkt sale
03/07/2003	950	2.03	open mkt sale
03/07/2003	1200	2.03	open mkt sale
03/07/2003	50	2.02	open mkt sale
03/07/2003	9400	2.03	open mkt sale
03/07/2003	2850	2.03	open mkt sale
03/07/2003	2400	2.03	open mkt sale
03/07/2003	500	2.03	open mkt sale
03/07/2003	600	2.03	open mkt sale

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03/07/2003	1400	2.03	open mkt sale
03/07/2003	1800	2.03	open mkt sale
03/07/2003	1500	2.03	open mkt sale
03/07/2003	1800	2.03	open mkt sale
03/07/2003	2700	2.03	open mkt sale
03/07/2003	350	2.03	open mkt sale
03/12/2003	1050	2.29	open mkt sale
03/12/2003	150	2.29	open mkt sale
03/12/2003	2200	2.29	open mkt sale
03/12/2003	1500	2.29	open mkt sale
03/12/2003	1500	2.29	open mkt sale
03/12/2003	2350	2.29	open mkt sale
03/12/2003	6550	2.29	open mkt sale
03/13/2003	100	2.38	open mkt sale
03/14/2003	200	2.38	open mkt sale
03/14/2003	300	2.38	open mkt sale
04/01/2003	300	2.38	open mkt sale
04/01/2003	2150	2.22	open mkt sale
04/01/2003	1200	2.38	open mkt sale
04/01/2003	700	2.22	open mkt sale
04/01/2003	900	2.22	open mkt sale
04/01/2003	100	2.22	open mkt sale
04/01/2003	7300	2.22	open mkt sale
04/01/2003	1900	2.38	open mkt sale
04/01/2003	1950	2.22	open mkt sale
04/01/2003	10200	2.22	open mkt sale
04/01/2003	2900	2.22	open mkt sale
04/07/2003	4100	2.32	open mkt sale
04/07/2003	5200	2.32	open mkt sale
04/07/2003	1700	2.32	open mkt sale
04/07/2003	5600	2.32	open mkt sale
04/07/2003	1200	2.32	open mkt sale
04/07/2003	1400	2.32	open mkt sale
04/07/2003	1400	2.32	open mkt sale
04/07/2003	6900	2.32	open mkt sale

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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: April 8, 2003

RS INVESTMENT MANAGEMENT CO. LLC

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

RS INVESTMENT MANAGEMENT, L.P.

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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

/s/ G. Randall Hecht
G. Randall Hecht

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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: April 8, 2003

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

/s/ G. Randall Hecht
G. Randall Hecht