

CORCEPT THERAPEUTICS INC
Form SC 13G/A
February 09, 2012

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 7)***

Corcept Therapeutics Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

218352102

(CUSIP Number)

December 31, 2011

(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)

*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 the disclosures provided in a prior cover page.

The information required in 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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CUSIP No. 218352102

- | | | |
|---|--|--------------------------------------|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Ventures, A California Limited Partnership 77-0287059 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
California, USA | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
5,681,788* |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
5,681,788* |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
5,681,788 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9)
6.7% | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

* See Exhibit A, Note 1.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Entrepreneurs Fund (AI), L.P. 94-3338942

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
California, USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
29,273

6. Shared Voting Power
-0-

7. Sole Dispositive Power
29,273

8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
29,273

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
0.0%

12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization
California, USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
74,113

6. Shared Voting Power
-0-

7. Sole Dispositive Power
74,113

8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
74,113

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
0.1%

12. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David L. Anderson

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power
1,068,021*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
5,785,174**

7. Sole Dispositive Power
1,068,021*

8. Shared Dispositive Power
5,785,174**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,853,195

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
8.1%

12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 3.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
G. Leonard Baker, Jr.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒
3. SEC Use Only
4. Citizenship or Place of Organization
USA
5. Sole Voting Power
3,221,534*
6. Shared Voting Power
5,785,174**
7. Sole Dispositive Power
3,221,534*
8. Shared Dispositive Power
5,785,174**
9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,006,708
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
11. Percent of Class Represented by Amount in Row (9)
10.5%
12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 4.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
William H. Younger, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power
986,583*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
5,785,174**

7. Sole Dispositive Power
986,583*

8. Shared Dispositive Power
5,785,174**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,771,757

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
8.0%

12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 5.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Tench Coxe

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power
1,569,675*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
5,785,174**

7. Sole Dispositive Power
1,569,675*

8. Shared Dispositive Power
5,785,174**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
7,354,849

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
8.6%

12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 6.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Gregory P. Sands

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power
217,650*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
5,785,174**

7. Sole Dispositive Power
217,650*

8. Shared Dispositive Power
5,785,174**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,002,824

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
7.1%

12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 7.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
James C. Gaither | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
137,116* |
| | 6. | Shared Voting Power
5,785,174** |
| | 7. | Sole Dispositive Power
137,116* |
| | 8. | Shared Dispositive Power
5,785,174** |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
5,922,290 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9)
7.0% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

* See Exhibit A, Note 8.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
James N. White
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒
 3. SEC Use Only
 4. Citizenship or Place of Organization
USA
- | | | |
|---|---|-------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
285,009* |
| 6. | Shared Voting Power
5,785,174** | |
| 7. | Sole Dispositive Power
285,009* | |
| 8. | Shared Dispositive Power
5,785,174** | |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,070,183
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
 11. Percent of Class Represented by Amount in Row (9)
7.1%
 12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 9.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Jeffrey W. Bird

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power
258,760*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
5,785,174**

7. Sole Dispositive Power
258,760*

8. Shared Dispositive Power
5,785,174**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
6,043,934

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
7.1%

12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 10.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David E. Sweet | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | ☐ |
| | (b) | ☒ |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
USA | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
70,489* |
| | 6. | Shared Voting Power
5,785,174** |
| | 7. | Sole Dispositive Power
70,489* |
| | 8. | Shared Dispositive Power
5,785,174** |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
5,855,663 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐ | |
| 11. | Percent of Class Represented by Amount in Row (9)
6.9% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

* See Exhibit A, Note 11.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Andrew T. Sheehan
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒
3. SEC Use Only
4. Citizenship or Place of Organization
USA
5. Sole Voting Power
43,062*
6. Shared Voting Power
5,785,174**
7. Sole Dispositive Power
43,062*
8. Shared Dispositive Power
5,785,174**
9. Aggregate Amount Beneficially Owned by Each Reporting Person
5,828,236
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐
11. Percent of Class Represented by Amount in Row (9)
6.9%
12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 12.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

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CUSIP No. 218352102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Michael L. Speiser

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power
14,318*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
5,785,174**

7. Sole Dispositive Power
14,318*

8. Shared Dispositive Power
5,785,174**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
5,799,492

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) ☐

11. Percent of Class Represented by Amount in Row (9)
6.8%

12. Type of Reporting Person (See Instructions)
IN

* See Exhibit A, Note 13.

** Comprised of shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) owned by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. See Exhibit A.

Item 1.

- (a) Name of Issuer
Corcept Therapeutics Incorporated
- (b) Address of Issuer's Principal Executive Offices
149 Commonwealth Drive, Menlo Park, CA 94025

Item 2.

- (a) Name of Person Filing
See Exhibit A; Exhibit A is hereby incorporated by reference
- (b) Address of Principal Business Office or, if none, Residence
See Exhibit A
- (c) Citizenship
See Exhibit A
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
218352102

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- N/A

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.

- | | | |
|-----|--|--|
| (a) | Amount beneficially owned: | |
| | | See Exhibit A, which is hereby incorporated by reference and related pages 2 to 15 |
| (b) | Percent of class: | |
| | | See Exhibit A, which is hereby incorporated by reference and related pages 2 to 15 |
| (c) | Number of shares as to which the person has: | |
| | | |
| | (i) | Sole power to vote or to direct the vote |
| | | *** |
| | (ii) | Shared power to vote or to direct the vote |
| | | *** |
| | (iii) | Sole power to dispose or to direct the disposition of |
| | | *** |
| | (iv) | Shared power to dispose or to direct the disposition of |
| | | *** |

*** See Exhibit A, which is hereby incorporated by reference and related pages 2 to 15. Messrs. Anderson, Baker, Younger, Coxe, Sands, Gaither, White, Bird, Sweet, Sheehan and Speiser are Managing Directors of the General Partner of Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., and as such, they share voting and dispositive power over the shares held by the partnerships.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

N/A

Item 8. Identification and Classification of Members of the Group

See Exhibit A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

N/A

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.

2/9/2012

Date

Sutter Hill Ventures, A California Limited Partnership

/s/ G. Leonard Baker, Jr.
Signature

G. Leonard Baker, Jr.
Managing Director of the General Partner
Name/Title

Sutter Hill Entrepreneurs Fund (AI), L.P.

/s/ G. Leonard Baker, Jr.
Signature

G. Leonard Baker, Jr.
Managing Director of the General Partner
Name/Title

Sutter Hill Entrepreneurs Fund (QP), L.P.

/s/ G. Leonard Baker, Jr.
Signature

G. Leonard Baker, Jr.
Managing Director of the General Partner
Name/Title

/s/ David L. Anderson
Signature

/s/ G. Leonard Baker, Jr.
Signature

/s/ William H. Younger, Jr.
Signature

/s/ Tench Cox
Signature

/s/ Gregory P. Sands
Signature

/s/ James C. Gaither
Signature

/s/ James N. White

Signature

/s/ Jeffrey W. Bird
Signature

/s/ David E. Sweet
Signature

/s/ Andrew T. Sheehan
Signature

/s/ Michael L. Speiser
Signature

EXHIBIT A TO SCHEDULE 13G CORCEPT THERAPEUTICS INCORPORATED

Name of Originator	Individual	Aggregate Number of Shares Beneficially Owned			% of Total Shares
		Aggregate			
Sutter Hill Ventures, A California Limited Partnership	5,681,788	Note 1			6.7%
Sutter Hill Entrepreneurs Fund (AI), L.P.	29,273				0.0%
Sutter Hill Entrepreneurs Fund (QP), L.P.	74,113				0.1%
Total of Sutter Hill Funds	5,785,174				
David L. Anderson	1,068,021	Note 3			1.3%
			6,853,195	Note 2	8.1%
G. Leonard Baker, Jr.	3,221,534	Note 4			3.8%
			9,006,708	Note 2	10.5%
William H. Younger, Jr.	986,583	Note 5			1.2%
			6,771,757	Note 2	8.0%
Tench Coxe	1,569,675	Note 6			1.9%
			7,354,849	Note 2	8.6%
Gregory P. Sands	217,650	Note 7			0.3%
			6,002,824	Note 2	7.1%
James C. Gaither	137,116	Note 8			0.2%
			5,922,290	Note 2	7.0%
James N. White	285,009	Note 9			0.3%
			6,070,183	Note 2	7.1%
Jeffrey W. Bird	258,760	Note 10			0.3%
			6,043,934	Note 2	7.1%
David E. Sweet	70,489	Note 11			0.1%
			5,855,663	Note 2	6.9%
Andrew T. Sheehan	43,062	Note 12			0.1%
			5,828,236	Note 2	6.9%
Michael L. Speiser	14,318	Note 13			0.0%
			5,799,492	Note 2	6.8%

The address for all of the above is: 755 Page Mill Road, Suite A-200, Palo Alto, CA 94304.

The partnerships are organized in California. The individuals are all U.S. citizens and residents.

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None of the above has been convicted in any criminal proceedings nor have they been subject to judgments, decrees, or final orders enjoining future violations of Federal or State securities laws.

All of the parties are individuals or entities in the venture capital business.

Note 1: Includes 645,186 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11.

Note 2: Includes individual shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) plus all shares (and shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held by the following partnerships of which the reporting person is a Managing Director of the General Partner: Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest therein.

Note 3: Comprised of 274,202 shares (including 7,452 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in The Anderson Living Trust of which the reporting person is the trustee, 448,867 shares (including 106,819 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held by a retirement trust for the benefit of the reporting person, 11,136 shares held by Acrux Partners, LP of which the reporting person is the trustee of a trust which is the General Partner and 333,816 shares (including 6,213 shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/11) held by Anvest, L.P. of which the reporting person is the trustee of a trust which is the General Partner. The reporting person disclaims beneficial ownership of the living trusts and the partnerships' shares except as to the reporting person's pecuniary interest therein.

Note 4: Comprised of 205,439 shares held in the individual name, 1,441,339 shares (including 232,437 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in The Baker Revocable Trust of which the reporting person is a trustee, 478,182 shares (including 98,449 shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/11) held by a Roth IRA for the benefit of the reporting person, 954,074 shares (including 115,015 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held by Saunders Holdings, L.P. of which the reporting person is a trustee of a trust which is the General Partner and 142,500 shares of director's options that are fully vested and exercisable within 60 days after 12/31/11. The reporting person disclaims beneficial ownership of the revocable trusts and the partnerships' shares except as to the reporting person's pecuniary interest therein. The reporting person shares pecuniary interest in the shares of director's options with other individuals pursuant to a contractual relationship.

Note 5: Comprised of 244,956 shares (including 3,795 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in The William H. Younger, Jr. Revocable Trust of which the reporting person is the trustee, 605,057 shares (including 113,338 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held by a retirement trust for the benefit of the reporting person and 136,570 shares (including 13,186 shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/11) held by Yovest, L.P. of which the reporting person is the trustee of a trust which is the General Partner. The reporting person disclaims beneficial ownership of the revocable trusts and the partnerships' shares except as to the reporting person's pecuniary interest therein.

Note 6: Comprised of 963,250 shares (including 89,461 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in The Coxie Revocable Trust of which the reporting person is a trustee, 518,621 shares (including 87,706 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held by a retirement trust for the benefit of the reporting person and 87,804 shares held in The Tamerlane Charitable Remainder Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the revocable trusts and the unitrust's shares except as to the reporting person's pecuniary interest therein.

Note 7: Comprised of 23,889 shares held in the individual name, 181,602 shares (including 24,494 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in the Gregory P. and Sarah J.D. Sands Trust Agreement of which the reporting person is a trustee, 2,532 shares held by a retirement trust for the benefit of the reporting person and 9,627 shares held in the

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Gregory P. Sands Charitable Remainder Unitrust of which the reporting person is the trustee . The reporting person disclaims beneficial ownership of the trust agreement s and the unitrust s shares except as to the reporting person s pecuniary interest therein.

Note 8: Comprised of 37,002 shares held in the individual name, 28,393 shares (including 2,371 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in The Gaither Revocable Trust of which the reporting person is the trustee and 71,721 shares (including 10,867 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11 held by Tallack Partners, L.P. of which the reporting person is the trustee of a trust which is the General Partner. The reporting person disclaims beneficial ownership of the revocable trust s and the partnership s shares except as to the reporting person s pecuniary interest therein.

Note 9: Comprised of 263,884 shares (including 30,113 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in The White Revocable Trust of which the reporting person is a trustee and 21,125 shares (including 2,039 shares of common stock issuable upon exercise of a warrant that is exercisable within 60 days after 12/31/11) held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the revocable trust's shares except as to the reporting person's pecuniary interest therein.

Note 10: Comprised of 258,760 shares (including 29,193 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in the Jeffrey W. and Christina R. Bird Trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of the trust's shares except as to the reporting person's pecuniary interest therein.

Note 11: Comprised of 9,627 shares held in the individual name, 33,521 shares (including 1,961 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in The David and Robin Sweet Living Trust of which the reporting person is a trustee and 27,341 shares (including 5,968 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the living trust's shares except as to the reporting person's pecuniary interest therein.

Note 12: Comprised of 43,062 shares (including 5,077 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in the Sheehan 2003 Trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of the trust's shares except as to the reporting person's pecuniary interest therein.

Note 13: Comprised of 14,318 shares (including 1,626 shares of common stock issuable upon exercise of warrants that are exercisable within 60 days after 12/31/11) held in the Speiser Trust Agreement of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of the trust's shares except as to the reporting person's pecuniary interest therein.
