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

OMI	B APPROV	'AL	
OMB Number	: 3	235-	0145
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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)

(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)

|X| Rule 13d-1(d)

Page 1 of 15 pages

CUSIP No. 868587106 Page 2 of 15 Pages

NAMES OF REPORTING PERSONS

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

Accel VI L.P. ("A6")

2	CHECK THE	APPROPI	CIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X
3	SEC USE ON	LY	
4	CITIZENSHI	P OR PI	ACE 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.
	BER OF	6	SHARED VOTING POWER
BENEF	ARES ICIALLY		See response to row 5.
E	ED BY ACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON WITH	RSON		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*
	1_1		
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	7.1%		
12	TYPE OF RE	PORTING	PERSON*
	PN		
			SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP	No. 868587	106	Page 3 of 15 Pages

1 NAMES OF REPORTING PERSONS

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

	Accel VI A	Associat	es L.L.C. ("A6A")				
2	CHECK THE	CCK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X					
3	SEC USE ON	1LY					
4	CITIZENSH	IP OR PI	ACE 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.	o ig			
	IBER OF	6	SHARED VOTING POWER	-			
BENEE	HARES CICIALLY		See response to row 5.				
E	IED BY CACH	7	SOLE DISPOSITIVE POWER	-			
REPORTING PERSON WITH	ERSON		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.	re ig			
		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*	-			
	1_1						
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)	_			
	7.1%						
12	TYPE OF RE	EPORTING	G PERSON*	-			
	00						
		*	SEE INSTRUCTION BEFORE FILLING OUT!	-			

CUSIP No. 868587106

Y)					
(a) _					
(b) X					
Internet Fund I cheral partner of the these acoui, Swartz and may be deemed to					
de general partne ower to dispose o Sednaoui, Swart '2A, may be deeme de shares.					
SON					
TAIN SHARES*					
ECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					

CUSIP	No. 868587	106	Pag	ge 5 of	15 P	ages
1	NAMES OF RI		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Accel Inte	rnet F	und II Associates L.L.C. ("AIF2A")			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X					
3	SEC USE ONLY					
4	CITIZENSHI	 P OR P	LACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
			306,187 shares, all of which are owned by the general partner of AIF2, may be deem power to vote these shares, and Brey Sednaoui, Swartz and Wagner, the manage AIF2A, may be deemed to have shared power shares.	ned to h ver, Pa ging me	ave tter mber	sole son, s of
	BER OF	6	SHARED VOTING POWER			
BENEF	ARES ICIALLY		See response to row 5.			
E	ED BY ACH	7	SOLE DISPOSITIVE POWER			
REPORTING PERSON WITH			306,187 shares, all of which are owned by the general partner of AIF2, may be deem power to dispose of these shares, and Bree Sednaoui, Swartz and Wagner, the manage AIF2A, may be deemed to have shared power these shares.	ned to heyer, Pa	ave tter mber	sole son, s of
		8	SHARED DISPOSITIVE POWER			
			See response to row 7.			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSO)N		
	306,187 sha	ares.				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA	IN SHAR	 ES*	
	1_1					
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	0.9%					
12	TYPE OF RE		G PERSON*			
	00					

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSI	P No. 86858	7106		Page	6 of 15	Pages			
NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
	Accel Kei	Accel Keiretsu VI L.P. ("AK6")							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X								
3	SEC USE O	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION								
	Delaware								
		5	SOLE VOTING POWER						
			38,273 shares, except that Accel Ke L.L.C. ("AK6A"), the general par deemed to have sole power to vote Breyer, Patterson, Sednaoui, Swar managing members of AK6A, may be d power to vote these shares.	tner of these tz and	f AK6, m shares, Wagner,	ay be and the			
	MBER OF	6	SHARED VOTING POWER						
BENE	HARES FICIALLY		See response to row 5.						
	NED BY EACH	7	SOLE DISPOSITIVE POWER						
P	REPORTING PERSON WITH		38,273 shares, except that AK6A, th AK6, may be deemed to have sole p these shares, and Breyer, Patterson and Wagner, the managing members of to have shared power to dispose of t	ower to , Sedi AK6A,	o dispos naoui, S may be d	e of wartz			
		8	SHARED DISPOSITIVE POWER						
			See response to row 7.						
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON					
	38,273 sh	ares.							
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN	N SHARES*				
	1_1								
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)						
	0.1%								
12	TYPE OF R	 EPORTIN	G PERSON*						
	PN								

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP	No. 868587	106		Page 7 c	of 15 P	ages
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Accel Keir	etsu V	Associates L.L.C. ("AK6A")			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					
	Delaware					
		5	SOLE VOTING POWER			
			38,273 shares, all of which are diak6A, the general partner of AK6, resole power to vote these shares, and Sednaoui, Swartz and Wagner, the AK6A, may be deemed to have shared shares.	may be deem d Breyer, managing	ned to : Patter member	have son, s of
	BER OF	6	SHARED VOTING POWER			
BENEF	IARES 'ICIALLY		See response to row 5.			
E	IED BY CACH	7	SOLE DISPOSITIVE POWER			
PE	REPORTING PERSON WITH		38,273 shares, all of which are diagrams and AK6A, the general partner of AK6, resolve power to dispose of these sepatterson, Sednaoui, Swartz and Wamembers of AK6A, may be deemed to dispose of these shares.	may be deem shares, ar agner, the	ned to ind Bre	have yer, ging
		8	SHARED DISPOSITIVE POWER			
			See response to row 7.			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING			
	38,273 sha	res.				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SH	HARES*	
	_					
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	0.1%					
12	TYPE OF RE	PORTING	G PERSON*			

	00					
			*SEE INSTRUCTION BEFORE FILLING OUT!			
CUSI	P No. 86858	7106	Page 8	of 15 P	'ages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Accel Inve	estors	'98 L.P. ("AI98")			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X					
3	SEC USE ONLY					
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
			203,144 shares, except that Breyer, Patterson Swartz and Wagner, the general partners of I deemed to have shared power to vote these shared	AI98, ma		
	MBER OF	6	SHARED VOTING POWER			
BENE	FICIALLY NED BY		See response to row 5.			
Ι	EACH	7	SOLE DISPOSITIVE POWER			
PI	PORTING ERSON WITH		203,144 shares, except that Breyer, Patterson Swartz and Wagner, the general partners of I deemed to have shared power to dispose of the	AI98, ma	y be	
		8	SHARED DISPOSITIVE POWER			
			See response to row 7.			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	203,144 sl	hares.				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S	SHARES*		
	1_1					
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	0.6%					
12	TYPE OF R	EPORTIN	G PERSON*			
	PN					

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSI	P No. 868587	7106		Page 9 of 15 P	ages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) James W. Breyer ("Breyer")					
2			RIATE BOX IF A MEMBER OF A GROUP*	` '	_ X	
3	SEC USE ON	1LY				
4	CITIZENSHI U.S. Citiz		LACE OF ORGANIZATION			
		 5	SOLE VOTING POWER			
			O shares.			
	MBER OF HARES	6	SHARED VOTING POWER			
OWI FEI PI	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		2,944,097 shares, of which 2,396, by A6, 306,187 are directly owned directly owned by AK6 and 203,144 AI98. Breyer is a managing member partner of A6, a managing member partner of AIF2, a managing member partner of AK6 and a general part deemed to have shared power to vot	d by AIF2, 38,273 are directly owner of A6A, the gen of AIF2A, the gen r of AK6A, the gen ner of AI98 and ma	are d by eral eral eral	
		7	SOLE DISPOSITIVE POWER			
			0 shares.			
		8	SHARED DISPOSITIVE POWER			
			2,944,097 shares, of which 2,396, by A6, 306,187 are directly owned directly owned by AK6 and 203,144 AI98. Breyer is a managing member partner of A6, a managing member partner of AIF2, a managing member partner of AK6 and a general part deemed to have shared power to dis	d by AIF2, 38,273 are directly owner of A6A, the gen of AIF2A, the gen r of AK6A, the gen ner of AI98 and ma	are d by eral eral eral y be	
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTIN	G PERSON		
	2,944,097	shares				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDE	S CERTAIN SHARES*		
11	PERCENT OF	 F CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	8.7% 					

12	TYPE OF RI	EPORTING	F PERSON*			
	IN					
		y	*SEE INSTRUCTION BEFORE FILLING OUT!			
CUSIP	No. 86858	7106	Page 10 of 15 Pages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	Arthur C.	Patters	son ("Patterson")			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X					
3	SEC USE ONLY					
4	CITIZENSH	IP OR PI	LACE OF ORGANIZATION			
	U.S. Citi:	zen				
		5	SOLE VOTING POWER			
			0 shares.			
NUMBER OF 6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7		7	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 AK6A, the general partner of AK6 and a general partner of AK6 and a general partner of AIF2, a managing member of AI98 and may be deemed to have shared power to vote these shares. SOLE 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 AK6A, the general partner of AK6 and a general partner of AK6A, the general partner of AK6 and a general partner of AIF2, a managing member of AI98 and may be			
9	AGGREGATE 2,944,097		deemed to have shared power to dispose of these shares. BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	· 					

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

10

10

	_				
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	8.7%				
12	TYPE OF R	EPORTIN	G PERSON*		
	IN				
			*SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIP	No. 86858	7106	Page 11 of 15 Pages		
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)				
	G. Carter	Sednao	ui ("Sednaoui")		
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP* (a) _		
			(b) X		
3	SEC USE O	NLY			
 4		 TP OR P	LACE OF ORGANIZATION		
	U.S. Citi				
		 5	SOLE VOTING POWER		
			0 shares.		
NUM	BER OF	6	SHARED VOTING POWER		
BENEF OWN E REP PE	ARES ICIALLY ED BY ACH ORTING RSON ITH		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.		

9	AGGREGATE A	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,944,097 s	shares.	
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	1_1		
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	8.7%		
12	TYPE OF REF	PORTING	PERSON*
	IN		
		*	SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP	No. 8685871	106	Page 12 of 15 Pages
1	NAMES OF RE		IG PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	James R. Sw	vartz ("Swartz")
2	CHECK THE A	APPROPF	RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X
3	SEC USE ONI	 LY	
4	CITIZENSHIE	OR PI	ACE OF ORGANIZATION
	U.S. Citize	en	
		5	SOLE VOTING POWER
			0 shares.
	BER OF ARES	6	SHARED VOTING POWER
BENEF OWN E REP PE	ARES ICIALLY ED BY ACH ORTING RSON ITH		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

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.

______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,944,097 shares. 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 ______ NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) J. Peter Wagner ("Wagner") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_| (b) |X| ______ SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen SOLE VOTING POWER 0 shares. _____ NUMBER OF SHARED VOTING POWER SHARES 2,944,097 shares, of which 2,396,493 are directly owned BENEFICIALLY by A6, 306,187 are directly owned by AIF2, 38,273 are directly owned by AK6 and 203,144 are directly owned by REPORTING AI98. Wagner is a managing member of A6A, the general PERSON partner of A6, a managing member of AIF2A, the general partner of AIF2, a managing member of AK6A, the general WITH partner of AK6 and a general partner of AI98 and may be deemed to have shared power to vote these shares. _____ 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. 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*

1_1

·-·

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

8.7%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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This Amendment No. 2 amends Amendment No. 1 to the Statement on 13(G) filed by Accel VI L.P., a Delaware limited 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 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 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 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

Person.

- Number of shares as to which the person has: (C)
 - Sole power to vote or to direct the vote See Row 5 of cover page for each Reporting Person.
 - (ii) Shared power to vote or to direct the vote See Row 6 of cover page for each Reporting Person.
 - (iii) Sole power to dispose or to direct the disposition of See Row 7 of cover page for each Reporting Person.
 - (iv) Shared power to dispose or to direct the disposition of See Row 8 of cover page for each Reporting Person.

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: |_| Yes

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SIGNATURES

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.

Date: February 7, 2003

Entities:

Accel VI L.P.

Accel VI Associates L.L.C.

Accel Internet Fund II L.P.

Accel Internet Fund II Associates L.L.C. By: /s/ Alan K. Austin

Accel Keiretsu VI L.P.

Accel Keiretsu VI Associates L.L.C.

Accel Investors '98 L.P.

_____ Alan K. Austin, Attorney-in-fact

for above-listed entities

Individuals:

James W. Breyer Arthur C. Patterson G. Carter Sednaoui James R. Swartz J. Peter Wagner

By: /s/ Alan K. Austin

Alan K. Austin, Attorney-in-fact for above-listed individuals