

Edgar Filing: EVOLVE SOFTWARE INC - Form SC 13G

EVOLVE SOFTWARE INC  
Form SC 13G  
February 14, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(b) AND (c) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)

(AMENDMENT NO.   ) (1)

EVOLVE SOFTWARE, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

30049P104

(CUSIP Number)

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)

(1) 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).

# Edgar Filing: EVOLVE SOFTWARE INC - Form SC 13G

CUSIP NO. 30049P104

13G

Page 2 of 11 Pages

-----			
1	Name of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons		
	SIERRA VENTURES VI, L.P., A CALIFORNIA LIMITED PARTNERSHIP ("SIERRA VI") 94-3259091		
-----			
2	Check the Appropriate Box if a Member of a Group* (a) / / (b) /X/		
-----			
3	SEC use only		
-----			
4	Citizenship or Place of Organization		
	CALIFORNIA LIMITED PARTNERSHIP		
-----			
	Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power -0-
		6	Shared Voting Power 6,162,532
		7	Sole Dispositive Power -0-
		8	Shared Dispositive Power 6,162,532
-----			
9	Aggregate Amount Beneficially Owned by Each Reporting Person		6,162,532
-----			
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*		/ /
-----			
11	Percent of Class Represented by Amount in Row 9		16.0%
-----			
12	Type of Reporting Person*		PN
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 30049P104

13G

Page 3 of 11 Pages

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1	Name of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons		
	SV ASSOCIATES VI, L.P., A CALIFORNIA LIMITED PARTNERSHIP ("SV ASSOCIATES VI") 94-3259090		
-----			

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2	Check the Appropriate Box if a Member of a Group* (a) / / (b) /X/	
3	SEC use only	
4	Citizenship or Place of Organization	
CALIFORNIA LIMITED PARTNERSHIP		
Number of Shares	5	Sole Voting Power -0-
Beneficially Owned by		
Each Reporting Person With	6	Shared Voting Power 6,162,532
	7	Sole Dispositive Power -0-
	8	Shared Dispositive Power 6,162,532
9	Aggregate Amount Beneficially Owned by Each Reporting Person	6,162,532
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*	/ /
11	Percent of Class Represented by Amount in Row 9	16.0%
12	Type of Reporting Person*	PN

CUSIP NO. 30049P104 13G Page 4 of 11 Pages

1	Name of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons	
	SIERRA VENTURES VII, L.P., A CALIFORNIA LIMITED PARTNERSHIP ("SIERRA VII") 94-3315644	
2	Check the Appropriate Box if a Member of a Group* (a) / / (b) /X/	
3	SEC use only	
4	Citizenship or Place of Organization	
CALIFORNIA LIMITED PARTNERSHIP		
Number of Shares	5	Sole Voting Power -0-
Beneficially Owned by		
Each Reporting Person With	6	SHARed Voting Power 821,448

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7	SOLE Dispositive Power	-0-
8	Shared Dispositive Power	821,448
9	Aggregate Amount Beneficially Owned by Each Reporting Person	821,448
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*	/ /
11	Percent of Class Represented by Amount in Row 9	2.1%
12	Type of Reporting Person*	PN

CUSIP NO. 30049P104 13G Page 5 of 11 Pages

1	Name of Reporting Persons S.S. or I.R.S. Identification Nos. of above persons	
	SIERRA VENTURES ASSOCIATES VII, LLC, A CALIFORNIA LIMITED LIABILITY COMPANY ("SV ASSOCIATES VII") 94-3315643	
2	Check the Appropriate Box if a Member of a Group* (a) / / (b) /X/	
3	SEC use only	
4	Citizenship or Place of Organization	
	CALIFORNIA LIMITED LIABILITY COMPANY	
5	Number of Shares Beneficially Owned by Each Reporting Person With	Sole Voting Power -0-
6		Shared Voting Power 821,448
7		Sole Dispositive Power -0-
8		Shared Dispositive Power 821,448
9	Aggregate Amount Beneficially Owned by Each Reporting Person	821,448
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*	/ /
11	Percent of Class Represented by Amount in Row 9	2.1%

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12 Type of Reporting Person\*

PN

Page 6 of 11 Pages

ITEM 1(a) NAME OF ISSUER:

Evolve Software, Inc.

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1400 65th St., Suite 100  
Emeryville, CA 94608

ITEM 2(a) NAME OF PERSON FILING:

This statement is being filed by SV Associates VI, L.P., a California Limited Partnership ("SV Associates VI"), and Sierra Ventures Associates VII, LLC., a California Limited Liability Company ("SV Associates VII") whose principal business is 3000 Sand Hill Road, Building Four, Suite 210, Menlo Park, California 94025. SV Associates VI is general partner to Sierra Ventures VI, a California Limited Partnership ("Sierra VI"), and SV Associates VII is general partner to Sierra Ventures VII, a California Limited Partnership ("Sierra VII"). With respect to SV Associates VI and SV Associates VII, this statement relates only to their indirect, beneficial ownership of shares of Common Stock of Evolve Software, Inc. (the "Shares"). The Shares are held directly by Sierra VI and Sierra VII. Management of the Business affairs of SV Associates VI and SV Associates VII, including decisions respecting disposition and/or voting of the Shares, is by majority decision of the general partners of SV Associates VI and SV Associates VII listed on Exhibit B hereto. Each individual general partner disclaims beneficial ownership of the Shares.

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICES OR, IF NONE, RESIDENCE:

See Above.

ITEM 2(c) CITIZENSHIP

See Above

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e) CUSIP NUMBER:

30049P104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

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ITEM 4. OWNERSHIP.

Please see Rows 5-11 of cover pages.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable.

Page 7 of 11 Pages

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of Sierra VI, Sierra VII and SV Associates VI and SV Associates VII, the managers, general and limited partners of such entities may have the right to receive dividends from, or the proceeds from the sale of shares of Common Stock of Evolve Software, Inc. held by such entity. No such partner's rights relate to more than five percent of the class.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

Page 8 of 11 Pages

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that that information set forth in this statement is true, complete and correct.

February 14, 2001

SV ASSOCIATES VI, L.P.

SIERRA VENTURES  
ASSOCIATES VII, LLC

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By: /s/ Martha A. Clarke Adamson

By: /s/ Martha A. Clarke Adamson

-----  
Martha A. Clarke Adamson  
Chief Financial Officer

-----  
Martha A. Clarke Adamson  
Chief Financial Officer

SIERRA VENTURES VI, L.P.,  
A CALIFORNIA LIMITED  
PARTNERSHIP  
By SV Associates VI, L.P., its  
General Partner

SIERRA VENTURES VII, L.P.,  
A CALIFORNIA LIMITED  
PARTNERSHIP  
By Sierra Ventures Associates VII,  
LLC, its General Partner

By: /s/ Martha A. Clarke Adamson

By: /s/ Martha A. Clarke Adamson

-----  
Martha A. Clarke Adamson  
Chief Financial Officer

-----  
Martha A. Clarke Adamson  
Chief Financial Officer

Page 9 of 11 Pages

EXHIBIT INDEX

Exhibit		Found on Sequentially Numbered Page
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Exhibit A:	Agreement of Joint Filing	10
Exhibit B:	List of General Partners of SV Associates VI, L.P., and the Managers of Sierra Ventures Associates VII, LLC	11

Page 10 of 11 Pages

EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Act the statement dated February 14, 2001, containing the

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information required by Schedule 13G, for the Shares of the Common Stock of Evolve Software, Inc. held by Sierra Ventures VI, a California Limited Partnership, and Sierra Ventures VII, a California Limited Partnership.

February 14, 2001

SV ASSOCIATES VI, L.P.

SIERRA VENTURES  
ASSOCIATES VII, LLC

By: /s/ Martha A. Clarke Adamson

By: /s/ Martha A. Clarke Adamson

-----  
Martha A. Clarke Adamson  
Chief Financial Officer

-----  
Martha A. Clarke Adamson  
Chief Financial Officer

SIERRA VENTURES VI, L.P.,  
A CALIFORNIA LIMITED  
PARTNERSHIP  
By SV Associates VI, L.P., its  
General Partner

SIERRA VENTURES VII, L.P.,  
A CALIFORNIA LIMITED  
PARTNERSHIP  
By Sierra Ventures Associates VII,  
LLC, its General Partner

By: /s/ Martha A. Clarke Adamson

By: /s/ Martha A. Clarke Adamson

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Martha A. Clarke Adamson  
Chief Financial Officer

-----  
Martha A. Clarke Adamson  
Chief Financial Officer

Page 11 of 11 Pages

### EXHIBIT B

#### GENERAL PARTNERS OF SV ASSOCIATES VI, L.P., AND MANAGERS OF SV ASSOCIATES VII, LLC

Set forth below, with respect to each general partners of SV Associates VI, L.P., and managers of Sierra Ventures Associates VII, LLC are the following: (a) name; (b) business address and (c) citizenship.

1.       (a)       Peter C. Wendell
- (b)       c/o Sierra Ventures  
                  3000 Sand Hill Road  
                  Building Four, Suite 210  
                  Menlo Park, CA 94025
- (c)       United States Citizen

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2.
  - (a) Jeffrey M. Drazan
  - (b) c/o Sierra Ventures  
3000 Sand Hill Road  
Building Four, Suite 210  
Menlo Park, CA 94025
  - (c) United States Citizen
3.
  - (a) David C. Schwab
  - (b) c/o Sierra Ventures  
3000 Sand Hill Road  
Building Four, Suite 210  
Menlo Park, CA 94025
  - (c) United States Citizen