

SUPPORTSOFT INC
Form SC 13G/A
February 17, 2009

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

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31,
2009
Estimated average burden
hours per response 10.4

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

SupportSoft, Inc.

—
(Name of Issuer)

Common Stock

—
(Title of Class of Securities)

868587106

—
(CUSIP Number)

December 31, 2008

—
(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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. **868587106**

—

1. Names of Reporting Persons.*

Crosslink Capital, Inc.

*See Item 4 for shares of the issuer's **common stock beneficially owned by other reporting persons.**

—

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

(a) _____

(b) X

—

3. SEC Use Only _____

—

4. Citizenship or Place of Organization Delaware

Number of	5. Sole Voting Power	0
Shares	6. Shared Voting Power	3,847,812
Beneficially	7. Sole Dispositive Power	0
Owned by	8. Shared Dispositive Power	3,847,812
Each Reporting		
Person With:		

9. Aggregate Amount Beneficially Owned by Each Reporting Person **3,847,812**

—

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

—

11. Percent of Class Represented by Amount in Row (9) **8.3%**

—

12. Type of Reporting Person (See Instructions)

—

CO
IA

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CUSIP No. **868587106**

Item 1.

(a) Name of Issuer

SupportSoft, Inc.
—

(b) Address of Issuer's Principal Executive Offices

1900 Seaport Blvd., Third Floor, Redwood City, CA 94063
—

Item 2.

(a) The name of the person filing this statement is:

Crosslink Capital, Inc. ("Crosslink")

(b) The principal business office of Crosslink is located at:

Two Embarcadero Center, Suite 2200

San Francisco, CA 94111

(c) Crosslink was organized in Delaware.

(d) This statement relates to shares of common stock of the Issuer (the "Stock").

(e) The CUSIP number of the Issuer is: **868587106**

Item 3. If this statement is filed pursuant to rule 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 section 240.13d-1(b)(1)(ii)(E) (as to Crosslink).

(f) ☐ An employee benefit plan or endowment fund in accordance with section 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) (as to Michael Stark).
- (h) ☐ A savings association 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 section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

The Stock reported as beneficially owned by Crosslink on its cover page includes the shares of Stock also beneficially owned by the Crosslink affiliates listed below. Crosslink is filing this Schedule 13G on behalf of itself and all such affiliates.

1. Crossover Fund V Management, LLC, a Delaware limited liability company ("Fund V Management")

- (a) Amount of stock beneficially owned: 2,318,000
- (b) Percent of class: 5.0
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 2,318,000
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 2,318,000

2. Crossover Fund IV Management, L.L.C., a Delaware limited liability company ("Fund IV Management")

- (a) Amount of stock beneficially owned: 680,229
- (b) Percent of class: 1.5
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 680,229
- (iii) Sole power to dispose or direct the disposition of: 0
- (iv) Shared power to dispose or direct the disposition of: 680,229

3. Ten Mile Management, LLC, a Delaware limited liability company ("Ten Mile")

- (a) Amount of stock beneficially owned: 328,083

- (b) Percent of class: 0.7
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 328,083
 - (iii) Sole power to dispose or direct the disposition of: 0
 - (iv) Shared power to dispose or direct the disposition of: 328,083

4. **Delta Growth Management, LLC**, a Delaware corporation ("Delta Growth")

- (a) Amount of stock beneficially owned: 521,500
- (b) Percent of class: 1.1
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 521,500
 - (iii) Sole power to dispose or direct the disposition of: 0
 - (iv) Shared power to dispose or direct the disposition of: 521,500

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5. Crosslink Crossover Fund V, L.P., a Delaware limited partnership ("Fund V ")

- (a) Amount of stock beneficially owned: 2,318,000
- (b) Percent of class: 5.0
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 2,318,000
 - (iii) Sole power to dispose or direct the disposition of : 0
 - (iv) Shared power to dispose or direct the disposition of: 2,318,000

6. Michael J. Stark, a U.S. citizen

- (a) Amount of stock beneficially owned: 3,847,812
- (b) Percent of class: 8.3
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 3,847,812
 - (iii) Sole power to dispose or direct the disposition of: 0
 - (iv) Shared power to dispose or direct the disposition of: 3,847,812

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 [].

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

Crosslink is an SEC-registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. No client other than Fund V separately holds more than five percent of the outstanding Stock.

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.

Crosslink is the investment adviser to investment funds, including Fund V, of which Fund IV Management, Fund V Management, Ten Mile or Delta Growth is the general partner, manager or holder of Class B Units. Mr. Stark is the control person of Crosslink, Fund IV Management, Fund V Management, Ten Mile and Delta Growth. The Filers are filing this Schedule 13G jointly, but not as members of a group, and each of them expressly disclaims membership in a group.

Item 9. Notice of Dissolution of Group

Not applicable.

CUSIP No. **868587106**

Item 10. Certification.

Certification of Crosslink and Mr. Stark:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Certification of Fund IV Management, Fund V Management, Ten Mile, Delta Growth and Fund V:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits: Joint filing agreement, previously filed.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, Crosslink certifies on behalf of itself and all of the persons and entities named in Item 4 of this Schedule 13G that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2009

Crosslink Capital, Inc.

By: Michael J. Stark, President

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