

Edgar Filing: USDATA CORP - Form 4

USDATA CORP  
Form 4  
May 10, 2002

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/ OMB APPROVAL /  
/-----/  
/ OMB Number: 3235-0287 /  
/ Expires: December 31, 2001 /  
/ Estimated average burden /  
/ hours per response..... 0.5 /  
/-----/

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| FORM 4 |  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Check box if  
no longer subject  
to Section 16.  
Form 4 or Form 5  
obligations may  
continue. See  
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  
Filed pursuant to Section 16(a) of the Securities  
Exchange Act of 1934, Section 17(a) of the  
Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person\*    2. Issuer Name and Ticker or Trading  
Symbol

SCP Private Equity Partners II, L.P.

USDATA Corporation (USDC)

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(Last)      (First)      (Middle)      3. IRS or Social      4. Statement for  
Security      Month/Year  
Number of  
Reporting  
Person (Voluntary)      07/2001  
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435 Devon Park Drive, Building 300  
(Street)

5. If Amendment,  
Date of  
Original  
(Month/Year)

Wayne,                  PA                  19087  
-----  
(City)                  (State)                  (Zip)

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

\_\_\_\_ Director                          X 10% Owner

\_\_\_\_ Officer (give                  \_\_\_\_ Other (specify  
title below)                          below)

7. Individual or Joint/Group Reporting  
(Check applicable line)

\_\_\_\_ Form Filed by One Reporting Person

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X Form Filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficial Owned at End of Month (Instr. 3)
			Amount	(A) or (D)	Price	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(over)  
SEC 2270 (7-96)

FORM 4 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Transac- tion Code (Instr. 8)
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Series C-1 Preferred Stock,  
par value \$0.01 per share  
(FN1)

(FN1)

07/20/01

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6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Presently	None	Common Stock	1,625,000 (FN 1)	\$40.00 per share (FN 1)	53,750 (FN 1)

Explanation of Responses:

(FN1) On July 20, 2001, the Issuer exercised its right under the Series C Preferred Stock Purchase Agreement dated as of March 30, 2001, to sell 16,250 shares of Series C-1 Preferred Stock, par value \$0.01 per share ("Series C-1 Preferred Stock") to SCP Private Equity Partners II, L.P. ("SCP") at a purchase price of \$40.00 per share. SCP paid the Issuer \$635,596, net of transaction costs, for the shares. As of the end of July 2001, each share of Series C-1 Preferred Stock was convertible into 100 shares of common stock of the Issuer, subject to increase for dividends and dilutive issuances. As a result of a one-for-five reverse stock split on the Issuer's common stock effective as of August 21, 2001, as of the end of April 2002, SCP had the right to convert each share of Series C-1 Preferred Stock into 20 shares of the Issuer's common stock, subject to increase for dividends and dilutive issuances. For purposes of Section 16 reporting, SCP is deemed to be a direct beneficial owner of the derivative securities of the Issuer disclosed herein. SCP Private Equity II, LLC (the "Manager") is deemed to be an indirect beneficial owner of the derivative securities of the Issuer disclosed herein because of a contractual agreement with SCP which grants the Manager the power to make voting and investment decisions regarding the securities held by SCP.

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Wayne B. Weisman

May 10, 2002

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** Signature of Reporting Person	Date
Name: Wayne B. Weisman	
Title: A Manager of SCP Private Equity II, LLC, the Manager of SCP Private Equity II General Partner, L.P., the General Partner of the Reporting Person	

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.

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 number.

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### Joint Filer Information

Name:	SCP Private Equity II, LLC
Address:	435 Devon Park Drive, Building 300 Wayne, Pennsylvania 19087
Designated Filer:	SCP Private Equity Partners II, L.P.
Issuer & Ticker Symbol:	USDATA Corporation (USDC)
Date of Event Requiring Statement:	July 20, 2001
Signature:	By: /s/ Wayne B. Weisman ----- Name: Wayne B. Weisman ----- Title: Manager -----

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