

Edgar Filing: FIREPOND INC - Form SC 13G/A

FIREPOND INC
Form SC 13G/A
January 30, 2003

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), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(b)
(Amendment No. 3)*

FirePond, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

318224 10 2

(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)
 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
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).

(Continued on following pages)

(1) NAME OF REPORTING PERSON TCV III, L.P.
See Item 2 for identification of its General Partner

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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
Delaware

(5) SOLE VOTING POWER
11,985 Shares of Common Stock (A)

NUMBER OF (6) SHARED VOTING POWER
SHARES 0 Shares of Common Stock (A)

OWNED BY (7) SOLE DISPOSITIVE POWER
EACH 11,985 Shares of Common Stock (A)

REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH 0 Shares of Common Stock (A)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,985 Shares of Common Stock (A)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* [X]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
less than 1%

(12) TYPE OF REPORTING PERSON*
PN

(A) Please see item 4. Includes warrants which can be immediately exercised
for a total of 103 shares of Common Stock.

(1) NAME OF REPORTING PERSON TCV III (Q), L.P.
See Item 2 for identification of its General Partner

(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
318,570 Shares of Common Stock (A)

NUMBER OF (6) SHARED VOTING POWER
SHARES 0 Shares of Common Stock (A)

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7)	SOLE DISPOSITIVE POWER 318,570 Shares of Common Stock (A)
	(8)	SHARED DISPOSITIVE POWER 0 Shares of Common Stock (A)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
318,570 Shares of Common Stock (A)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [X]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.65%

(12) TYPE OF REPORTING PERSON*
PN

(A) Please see item 4. Includes warrants which can be immediately exercised for a total of 2,750 shares of Common Stock.

(1) NAME OF REPORTING PERSON TCV III STRATEGIC PARTNERS, L.P.
See Item 2 for identification of its General Partner

(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 14,344 Shares of Common Stock (A)
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(6)	SHARED VOTING POWER 0 Shares of Common Stock (A)
	(7)	SOLE DISPOSITIVE POWER 14,344 Shares of Common Stock (A)
	(8)	SHARED DISPOSITIVE POWER 0 Shares of Common Stock (A)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
14,344 Shares of Common Stock (A)

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [X]

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(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
less than 1%

(12) TYPE OF REPORTING PERSON*
PN

(A) Please see item 4. Includes warrants which can be immediately exercised for a total of 124 shares of Common Stock.

(1) NAME OF REPORTING PERSON TCV III (GP)
See Item 2 for identification of its Managing General Partner

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	(5) SOLE VOTING POWER 2,522 Shares of Common Stock (A)
NUMBER OF SHARES	(6) SHARED VOTING POWER 0 Shares of Common Stock (A)
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7) SOLE DISPOSITIVE POWER 2,522 Shares of Common Stock (A)
	(8) SHARED DISPOSITIVE POWER 0 Shares of Common Stock (A)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,522 Shares of Common Stock (A)

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
less than 1%

(12) TYPE OF REPORTING PERSON*
PN

(A) Please see item 4. Includes warrants which can be immediately exercised for a total of 21 shares of Common Stock.

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(1) NAME OF REPORTING PERSON TECHNOLOGY CROSSOVER MANAGEMENT III, L.L.C.
See Item 2 for identification of its Managing Members

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

(5) SOLE VOTING POWER
347,421 Shares of Common Stock (A)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

(6) SHARED VOTING POWER
0 Shares of Common Stock (A)

(7) SOLE DISPOSITIVE POWER
347,421 Shares of Common Stock (A)

(8) SHARED DISPOSITIVE POWER
0 Shares of Common Stock (A)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
347,421 Shares of Common Stock (A)

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.43%

(12) TYPE OF REPORTING PERSON*
OO

(A) Please see item 4. Includes warrants which can be immediately exercise
for a total of 2,998 shares of Common Stock.

(1) NAME OF REPORTING PERSON JAY C. HOAG

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

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	(5)	SOLE VOTING POWER 0 Shares of Common Stock (A)

NUMBER OF SHARES	(6)	SHARED VOTING POWER 347,421 Shares of Common Stock (A)

BENEFICIALLY OWNED BY	(7)	SOLE DISPOSITIVE POWER 347,421 Shares of Common Stock (A)

EACH REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 0 Shares of Common Stock (A)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
347,421 Shares of Common Stock (A)

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.43%

(12) TYPE OF REPORTING PERSON*
IN

(A) Please see item 4. Includes warrants which can be immediately exercised
for a total of 2,998 shares of Common Stock.

(1) NAME OF REPORTING PERSON RICHARD H. KIMBALL

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

	(5)	SOLE VOTING POWER 0 Shares of Common Stock (A)

NUMBER OF SHARES	(6)	SHARED VOTING POWER 347,421 Shares of Common Stock (A)

BENEFICIALLY OWNED BY	(7)	SOLE DISPOSITIVE POWER 347,421 Shares of Common Stock (A)

EACH REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 0 Shares of Common Stock (A)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
347,421 Shares of Common Stock (A)

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

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.43%

(12) TYPE OF REPORTING PERSON*
IN

(A) Please see item 4. Includes warrants which can be immediately exercised for a total of 2,998 shares of Common Stock.

ITEM 1.

- (a) NAME OF ISSUER: FirePond, Inc. (the "Company")
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: Waltham Woods Corporate Center

890 Winter Street Suite 300
Waltham, MA 02451

ITEM 2.

Set forth below is the following information with respect to each of the persons filing this Schedule 13G (together, the "Filing Persons"): (a) name; (b) address of principal offices (if entity) or residence or business address (if individual); (c) citizenship (if individual) or jurisdiction of organization (if entity); (d) title of class of securities and (e) CUSIP number.

I.

- (a) TCV III, L.P., a Delaware limited partnership ("TCV III, L.P."). The General Partner of TCV III, L.P. is Technology Crossover Management III, L.L.C., a Delaware limited liability company ("TCM III"). The sole Managing Members of TCM III are Jay C. Hoag ("Hoag") and Richard H. Kimball ("Kimball").
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) Delaware
- (d) Common Stock
- (e) 318224 10 2

II.

- (a) TCV III (Q), L.P., a Delaware limited partnership ("TCV III (Q)"). The General Partner of TCV III (Q) is TCM III.
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) Delaware
- (d) Common Stock
- (e) 318224 10 2

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III.

- (a) TCV III Strategic Partners, L.P., a Delaware limited partnership ("TCV III SP"). The General Partner of TCV III Strategic Partners is TCM III.
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) Delaware
- (d) Common Stock
- (e) 318224 10 2

IV.

- (a) TCV III (GP), a Delaware general partnership ("TCV III (GP)"). The Managing General Partner of TCV III (GP) is TCM III.
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) Delaware
- (d) Common Stock
- (e) 318224 10 2

V.

- (a) Technology Crossover Management III, L.L.C., a Delaware limited liability company.
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) Delaware
- (d) Common Stock
- (e) 318224 10 2

VI.

- (a) Jay C. Hoag
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) U.S. Citizen
- (d) Common Stock
- (e) 318224 10 2

VII.

- (a) Richard H. Kimball
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) U.S. Citizen
- (d) Common Stock
- (e) 318224 10 2

ITEM 3.

Not Applicable

ITEM 4.

(a), (b) and (c) This Schedule 13G shall not be construed as an admission that any Filing Person is, either for purposes of Section 13(d) or 13(g) of the Act or for other purposes, the beneficial owner of any Common Stock disclosed in this Schedule 13G. The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13G that, pursuant

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to Rule 13d-3, may be deemed to be beneficially owned by each Filing Person are as follows:

Filing Person	Common Stock Beneficially Owned Including Warrants	% of Class(1)	Voting Power	Dispositive Power
TCV III, L.P.(2)	11,985	less than 1%	sole	sole
TCV III (Q) (2)	318,570	8.65%	sole	sole
TCV III SP (2)	14,344	less than 1%	sole	sole
TCV III (GP) (2)	2,522	less than 1%	sole	sole
TCM III	347,421	9.43%	sole	sole
Hoag(3)	347,421	9.43%	shared	sole
Kimball(3)	347,421	9.43%	shared	sole

- (1) All percentages in this table are based on the 3,685,010 shares of Common Stock of the Company outstanding, as reported in the Company's Form 10-Q filed with the Securities and Exchange Commission on September 16, 2002.
- (2) Each noted entity (together, the "TCV III Funds") is the holder of record of the securities set forth opposite the name of such entity and has sole voting and investment power with respect to such securities. TCM III, as sole General Partner of TCV III, L.P., TCV III (Q) and TCV III SP and the Managing General Partner of TCV III (GP), may also be deemed to have sole voting and investment power with respect to such securities. TCM III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- (3) Under the operating agreement of TCM III, Hoag and Kimball have the independent power to cause the funds managed by such entity to buy and sell securities of publicly traded portfolio companies, however, in general, they must act by unanimous consent with respect to all other matters, including directing the voting of such securities. As a result, Hoag and Kimball may also be deemed to have sole dispositive power and shared voting power with respect to the securities held by the TCV III Funds. Hoag and Kimball disclaim beneficial ownership of such securities except to the extent of their respective pecuniary interests therein.

Except as set forth in this Item 4(a) - (c), each of the Filing Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Filing Person.

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

Not Applicable.

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

Not Applicable.

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

This Schedule 13G is being filed jointly pursuant to Rule 13d-1(k). As a result of the relationships among the Filing Persons described herein, some or all of the Filing Persons may be deemed to comprise a group within the meaning of Section 13 and the Rules promulgated thereunder. However, the Filing Persons deny such group status.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATION

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.

MATERIAL TO BE FILED AS EXHIBITS

Exhibit A - Statement Appointing Designated Filer and Authorized Signatories dated November 5, 2001 (incorporated by reference from Exhibit A to the Schedule 13D relating to the Common Stock of Digital Generation Systems, Inc. filed by the undersigned with the Securities and Exchange Commission ("SEC") on March 21, 2002).

Exhibit B - Joint Filing Agreement dated December 15, 2000 (incorporated by reference from Exhibit C to the Schedule 13G relating to the Common Stock of Firepond, Inc. filed by the undersigned with the SEC on February 12, 2001).

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.

Dated: January 30, 2003

TCV III, L.P.,
a Delaware Limited Partnership

By: /s/ Carla S. Newell

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Carla S. Newell
Authorized Signatory

TCV III (Q), L.P.,
a Delaware Limited Partnership

By: /s/ Carla S. Newell

Carla S. Newell
Authorized Signatory

TCV III STRATEGIC PARTNERS, L.P.,
a Delaware Limited Partnership

By: /s/ Carla S. Newell

Carla S. Newell
Authorized Signatory

TCV III (GP),
a Delaware General Partnership

By: /s/ Carla S. Newell

Carla S. Newell
Authorized Signatory

TECHNOLOGY CROSSOVER
MANAGEMENT III, L.L.C.,
a Delaware Limited Liability Company

By: /s/ Carla S. Newell

Carla S. Newell
Authorized Signatory

JAY C. HOAG

By: /s/ Carla S. Newell

Carla S. Newell
Authorized Signatory

RICHARD H. KIMBALL

By: /s/ Carla S. Newell

Carla S. Newell
Authorized Signatory