

BAUMEL WILLIAM R
Form SC 13D/A
December 22, 2010

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT
TO RULE 13d-2(a)

(Amendment No. 2)*

St. Bernard Software, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

85228F202

(CUSIP number)

RWI Ventures II, L.P.
900 E. Hamilton Avenue, Suite 100
Campbell, CA 95008
(408) 879-7343

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 14, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D/A, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

..

(Continued on the following pages)

(Page 1 of 8 Pages)

*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 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 85228F202

13D/A

Page 2 of 10 pages

1. NAMES OF REPORTING PERSONS

William R. Baumel

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b) (1)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7.	SOLE VOTING POWER	37,500 (2)
SHARES	8.	SHARED VOTING POWER	1,749,617 (3)
BENEFICIALLY	9.	SOLE DISPOSITIVE POWER	0
OWNED BY EACH	10.	SHARED DISPOSITIVE POWER	1,749,617 (3)
REPORTING			
PERSON WITH			

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,749,617 (3)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.2% (3)

14. TYPE OF REPORTING PERSON

IN

(1) This Amendment No. 2 to Schedule 13D is filed by RWI Ventures II, L.P., (“RWI”), RWI Ventures Management II, LLC (“RWIM”), William R. Baumel (“Baumel”) and Mark J. Foley (“Foley” and collectively with RWI and RWIM, and Baumel, the “Reporting Persons”). The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13D/A.

(2) Includes 37,500 shares of Common Stock of the Issuer owned directly by Baumel as trustee for William & Jill Baumel Trust U/A DTD 10/02/2001, William R. Baumel & Jill M. Baumel TTEE.

(3) Includes (a) 718,357 shares of Common Stock of the Issuer, (b) warrants to purchase up to 69,976 shares of common stock of the Issuer at an exercise price of \$1.10 per share and (c) 3% Convertible Notes due 2014 convertible

at any time into 961,284 shares of common stock of the Issuer at a conversion price of \$1.10. The reported securities are owned directly by RWI Ventures II, L.P., and indirectly by RWI Ventures II Management LLC, as general partner of RWI Ventures II, L.P., and Baumel and Foley, as managing members of RWI Ventures II Management LLC. RWI Ventures II Management LLC, Baumel and Foley disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(4) All percentage ownership reported in this Amendment No. 2 to Schedule 13D is based on an aggregate of 21,435,442 shares of common stock, par value \$0.01 per share of the Issuer ("Common Stock") based upon the sum of (i) 15,922,696 shares of common stock, par value \$0.01 per share of the Issuer ("Common Stock"), outstanding as of November 15, 2010, as reported by the Issuer in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 15, 2010; (ii) 2,416,272 restricted shares of Common Stock issued in connection with an Asset Purchase Agreement, as reported by the Issuer in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 3, 2010; and (iii) 2,886,363 shares of Common Stock reserved for conversion of the \$3 million of convertible notes at \$1.10 per share and 210,111 shares of Common Stock issuable upon the exercise of the warrants, both issued under the Securities Purchase Agreement, as reported by the Issuer in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 3, 2010.

CUSIP No. 85228F202

13D/A

Page 3 of 10 pages

1. NAMES OF REPORTING PERSONS

Mark J. Foley

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) (1)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF	7.	SOLE VOTING POWER	37,500 (2)
SHARES	8.	SHARED VOTING POWER	1,749,617 (3)
BENEFICIALLY	9.	SOLE DISPOSITIVE POWER	0
OWNED BY EACH	10.	SHARED DISPOSITIVE POWER	1,749,617 (3)
REPORTING			
PERSON WITH			

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,749,617 (3)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.2% (4)

14. TYPE OF REPORTING PERSON

IN

(1) This Amendment No. 2 to Schedule 13D is filed by RWI Ventures II, L.P., (“RWI”), RWI Ventures Management II, LLC (“RWIM”), William R. Baumel (“Baumel”) and Mark J. Foley (“Foley” and collectively with RWI and RWIM, and Baumel, the “Reporting Persons”). The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13D/A.

(2) Includes 37,500 shares of Common Stock of the Issuer owned directly by Foley.

(3) Includes (a) 718,357 shares of Common Stock of the Issuer, (b) warrants to purchase up to 69,976 shares of common stock of the Issuer at an exercise price of \$1.10 per share and (c) 3% Convertible Notes due 2014 convertible at any time into 961,284 shares of common stock of the Issuer at a conversion price of \$1.10. The reported securities

are owned directly by RWI Ventures II, L.P., and indirectly by RWI Ventures II Management LLC, as general partner of RWI Ventures II, L.P., and Baumel and Foley, as managing members of RWI Ventures II Management LLC. RWI Ventures II Management LLC, Baumel and Foley disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(4) All percentage ownership reported in this Amendment No. 2 to Schedule 13D is based on an aggregate of 21,435,442 shares of common stock, par value \$0.01 per share of the Issuer ("Common Stock") based upon the sum of (i) 15,922,696 shares of common stock, par value \$0.01 per share of the Issuer ("Common Stock"), outstanding as of November 15, 2010, as reported by the Issuer in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 15, 2010; (ii) 2,416,272 restricted shares of Common Stock issued in connection with an Asset Purchase Agreement, as reported by the Issuer in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 3, 2010; and (iii) 2,886,363 shares of Common Stock reserved for conversion of the \$3 million of convertible notes at \$1.10 per share and 210,111 shares of Common Stock issuable upon the exercise of the warrants, both issued under the Securities Purchase Agreement, as reported by the Issuer in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 3, 2010.

CUSIP No. 85228F202

13D/A

Page 4 of 10 pages

1. NAMES OF REPORTING PERSONS

RWI Ventures II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) (1)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware, United States of America

NUMBER OF	7.	SOLE VOTING POWER	0
SHARES	8.	SHARED VOTING POWER	1,749,617 (2)
BENEFICIALLY	9.	SOLE DISPOSITIVE POWER	0
OWNED BY EACH	10.	SHARED DISPOSITIVE POWER	1,749,617 (2)
REPORTING			
PERSON WITH			

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.2% (3)

14. TYPE OF REPORTING PERSON

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(2) Includes (a) 718,357 shares of Common Stock of the Issuer, (b) warrants to purchase up to 69,976 shares of common stock of the Issuer at an exercise price of \$1.10 per share and (c) 3% Convertible Notes due 2014 convertible at any time into 961,284 shares of common stock of the Issuer at a conversion price of \$1.10. The reported securities are owned directly by RWI Ventures II, L.P., and indirectly by RWI Ventures II Management LLC, as general partner of RWI Ventures II, L.P., and Baumel and Foley, as managing members of RWI Ventures II Management LLC. RWI

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CUSIP No. 85228F202

13D/A

Page 5 of 10 pages

1. NAMES OF REPORTING PERSONS

RWI Ventures Management II, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) (1)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware, United States of America

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SHARES	8.	SHARED VOTING POWER	1,749,617 (2)
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REPORTING			
PERSON WITH			

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.2% (3)

14. TYPE OF REPORTING PERSON

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(2) Includes (a) 718,357 shares of Common Stock of the Issuer, (b) warrants to purchase up to 69,976 shares of common stock of the Issuer at an exercise price of \$1.10 per share and (c) 3% Convertible Notes due 2014 convertible at any time into 961,284 shares of common stock of the Issuer at a conversion price of \$1.10. The reported securities are owned directly by RWI Ventures II, L.P., and indirectly by RWI Ventures II Management LLC, as general partner of RWI Ventures II, L.P., and Baumel and Foley, as managing members of RWI Ventures II Management LLC. RWI

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CUSIP No. 85228F202

13D/A

Page 6 of 10 pages

ITEM 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D relates to the common stock, par value \$0.01 per share (the "Common Stock") of St. Bernard Software, Inc. (the "Issuer"). The principal executive office of the Issuer is located at 15015 Avenue of Science, San Diego, California 92128. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

ITEM 2. Identity and Background.

(a) This Amendment No. 2 to Schedule 13D is filed by RWI Ventures II, L.P., ("RWI"), RWI Ventures Management II, LLC ("RWIM"), William R. Baumel ("Baumel") and Mark J. Foley ("Foley" and collectively with RWI and RWIM, and Baumel, the "Reporting Persons"). The Reporting Persons expressly disclaim status as a "group" for purposes of this Amendment No. 2 to Schedule 13D.

(b) The address of the principal place of business of the Reporting Persons is RWI Ventures II, L.P., 900 E. Hamilton Avenue, Suite 100, Campbell, California 95008.

(c) The principal business of the Reporting Persons is venture capital investment.

(d) During the last five years, none of the Listed Persons (as defined below), to the knowledge of the Reporting Persons, has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Listed Persons (as defined below), to the knowledge of the Reporting Persons, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) RWI is a Delaware limited partnership. RWIM is a Delaware limited liability company. Baumel is a citizen of the United States of America. Foley is a citizen of the United States of America.

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the managers and each other person controlling RWIM, the general partner of RWI (the "Listed Persons"), required by Item 2 of Schedule 13D is listed on Schedule I hereto and is incorporated by reference herein.

ITEM 3. Source and Amount of Funds or Other Consideration.

The information set forth in Item 4 hereof is hereby incorporated by reference into this Item 3, as applicable.

ITEM 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On December 14, 2010, each of Baumel and Foley purchased 37,500 shares of Common Stock of the Issuer from Humphrey Polanen, a member of the board of directors of the Issuer, for a purchase price of \$0.60 per share.

CUSIP No.
85228F202

13D/A

Page 7 of 10
pages

ITEM 5. Interest in Securities of the Issuer.

(a)-(b) The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this statement on this Schedule 13D /A is provided as of December 15, 2010:

Reporting Persons	Shares Held Directly	Notes. /		Sole Voting Power	Shared Voting Power (2)	Sole Dispositive Power (3)	Shared Dispositive Power (2)	Beneficial Ownership (2)	Percentage of Class (4)
		Warrants Held Directly(1)							
RWI	718,357	1,031,260		0	1,749,617	0	1,749,617	1,749,617	8.2%
RWIM	0	0		0	1,749,617	0	1,749,617	1,749,617	8.2%
Baumel	37,500	0		0	1,749,617	37,500	1,749,617	1,749,617	8.2%
Foley	37,500	0		0	1,749,617	37,500	1,749,617	1,749,617	8.2%

(1) Includes (i) warrants to purchase up to 69,976 shares of common stock of the Issuer at an exercise price of \$1.10 per share and (ii) 3% Convertible Notes due 2014 convertible at any time into 961,284 shares of common stock of the Issuer at a conversion price of \$1.10. The reported securities are owned directly by RWI Ventures II, L.P., and indirectly by RWI Ventures II Management LLC, as general partner of RWI Ventures II, L.P., and William R. Baumel and Mark J. Foley, as managing members of RWI Ventures II Management LLC. RWI Ventures II Management LLC, Baumel and Foley disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(2) Includes (a) 718,357 shares of Common Stock of the Issuer, (b) warrants to purchase up to 69,976 shares of common stock of the Issuer at an exercise price of \$1.10 per share and (c) 3% Convertible Notes due 2014 convertible at any time into 961,284 shares of common stock of the Issuer at a conversion price of \$1.10. The reported securities are owned directly by RWI Ventures II, L.P., and indirectly by RWI Ventures II Management LLC, as general partner of RWI Ventures II, L.P., and William R. Baumel and Mark J. Foley, as managing members of RWI Ventures II Management LLC. RWI Ventures II Management LLC, Baumel and Foley disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(3) Includes (i) 37,500 shares of Common Stock of the Issuer owned directly by Baumel as trustee for William & Jill Baumel Trust U/A DTD 10/02/2001, William R. Baumel & Jill M. Baumel TTEE and (ii) 37,500 shares of Common Stock of the Issuer owned directly by Foley. The information set forth in Item 2 hereof is hereby incorporated by reference into this Item 5, as applicable.

(4) All percentage ownership reported in this Schedule 13D/A is based on an aggregate of 21,435,442 shares of common stock, par value \$.01 per share of the Issuer ("Common Stock") based upon the sum of (i) 15,922,696 shares of common stock, par value \$.01 per share of the Issuer ("Common Stock"), outstanding as of November 15, 2010, as reported by the Issuer in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 15, 2010; (ii) 2,416,272 restricted shares of Common Stock issued in connection with an

Asset Purchase Agreement, as reported by the Issuer in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 3, 2010; and (iii) 2,886,363 shares of Common Stock reserved for conversion of the \$3 million of convertible notes at \$1.10 per share and 210,111 shares of Common Stock issuable upon the exercise of the warrants, both issued under the Securities Purchase Agreement, as reported by the Issuer in its Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 3, 2010.

(c) The information set forth in Item 4 hereof is hereby incorporated by reference into this Item 5, as applicable.

ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

The information set forth in Item 4 hereof is hereby incorporated by reference into this Item 6, as applicable.

CUSIP No.
85228F202

13D/A

Page 8 of 10
pages

ITEM 7. Materials to be Filed as Exhibits.

Exhibit 1: Asset Purchase Agreement dated as of July 28, 2010, by and among St. Bernard Software, Inc., Red Condor, Inc. and certain note holders of Red Condor, Inc. (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2010).

Exhibit 2: Securities Purchase Agreement dated as of August 2, 2010, by and among St. Bernard Software, Inc. and the investors listed therein (incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2010).

Exhibit 3: Form of Convertible Notes pursuant to the Securities Purchase Agreement therein (incorporated by reference to Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2010).

Exhibit 4: Form of Warrant pursuant to the Securities Purchase Agreement (incorporated by reference to Exhibit 10.4 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2010).

Exhibit 5: Agreement regarding filing of joint Schedule 13D /A .

CUSIP No.
85228F202

13D/A

Page 9
of 10
pages

SIGNATURE

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

EXECUTED as a sealed instrument this 22nd day of December, 2010.

RWI VENTURES II, L.P.

By: RWI Ventures Management II, LLC
Its: General Partner

By: /s/ William R. Baumel
Name: William R. Baumel
Manager

RWI VENTURES MANAGEMENT II, LLC

By: /s/ William R. Baumel
Name: William R. Baumel
Manager

/s/ William R. Baumel
William R. Baumel

/s/ Mark J. Foley
Mark J. Foley

CUSIP No.
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13D/A

Page 10
of 10
pages

EXHIBIT INDEX

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- Exhibit 2: Securities Purchase Agreement dated as of August 2, 2010, by and among St. Bernard Software, Inc. and the investors listed therein (incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2010).
- Exhibit 3: Form of Convertible Notes pursuant to the Securities Purchase Agreement therein (incorporated by reference to Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2010).
- Exhibit 4: Form of Warrant pursuant to the Securities Purchase Agreement (incorporated by reference to Exhibit 10.4 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 3, 2010).
- Exhibit 5: Agreement regarding filing of joint Schedule 13D /A .
-

JOINT FILING STATEMENT

I, the undersigned, hereby express my agreement that the attached Amendment No. 2 to Schedule 13D (and any amendments thereto) relating to the common stock of St. Bernard Software, Inc. is filed on behalf of each of the undersigned.

Dated: December 22, 2010

RWI VENTURES II, L.P.

By: RWI Ventures Management II, LLC
Its: General Partner

By: /s/ William R. Baumel

Name: William R. Baumel
Manager

RWI VENTURES MANAGEMENT II, LLC

By: /s/ William R. Baumel

Name: William R. Baumel
Manager

/s/ William R. Baumel
William R. Baumel

/s/ Mark J. Foley
Mark J. Foley
