

Edgar Filing: EVOLVE SOFTWARE INC - Form SC 13D/A

EVOLVE SOFTWARE INC  
Form SC 13D/A  
February 05, 2002

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13D  
(Amendment No. 2) \*

EVOLVE SOFTWARE, INC.

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(Name of Issuer)

Common Stock, \$0.001 Par Value

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(Title of Class of Securities)

30049P104

-----

(CUSIP Number)

Scott A. Arenare, Esq.  
Managing Director and General Counsel  
Warburg Pincus LLC  
466 Lexington Avenue  
New York, New York 10017  
(212) 878-0600

-----

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

Copies to:  
Francis S. Currie, Esq.  
Davis Polk & Wardwell  
1600 El Camino Real  
Menlo Park, California 94025  
(650) 752-2000

October 9, 2001

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(Date of Event which Requires Filing of this Statement)

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

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Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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)

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CUSIP No. 30049P104

13D

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1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Warburg Pincus Private Equity VIII, L.P. I.R.S. #13-416869

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
  
WC

-----

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

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

-----

7 SOLE VOTING POWER  
0

-----

8 SHARED VOTING POWER  
50,003,298 (1)

NUMBER OF SHARES  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON WITH

-----

9 SOLE DISPOSITIVE POWER  
0

-----

10 SHARED DISPOSITIVE POWER  
50,003,298 (1)

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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50,003,298 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
55.1% (2)

14 TYPE OF REPORTING PERSON\*  
PN

[\*SEE INSTRUCTIONS BEFORE FILLING OUT!]

(1) Includes 20,000,000 shares of Common Stock that may be acquired at any time upon the conversion of Series A Preferred Stock, 30,000,000 shares of Common Stock that may be acquired within 60 days pursuant to the Preferred Stock Warrants and Common Stock Warrants and 3,298 shares of Common Stock owned by a Member and Managing Director of Warburg Pincus LLC and Partner of Warburg Pincus & Co.

(2) Calculated in accordance with Rule 13d-3 under the Exchange Act, based upon the number of shares of Common Stock outstanding as of November 12, 2001 (as represented by the issuer in its 10-Q filed with the Securities and Exchange Commission on November 14, 2001), shares issuable upon conversion of Series A Preferred stock issued and outstanding on the date hereof and including shares issuable within 60 days to the Reporting Persons.

CUSIP No. 30049P104

13D

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Warburg Pincus & Co. I.R.S. #13-6358475

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
N/A

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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New York

|   |  |  |
|---|--|--|
|   | 7  | SOLE VOTING POWER<br>0                     |
|   | 8  | SHARED VOTING POWER<br>50,003,298 (1)      |
| NUMBER OF SHARES<br>BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON WITH | 9  | SOLE DISPOSITIVE POWER<br>0                |
|   | 10   | SHARED DISPOSITIVE POWER<br>50,003,298 (1) |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>50,003,298 (1)                               |  |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES<br>CERTAIN SHARES* <span style="float: right;">[ ]</span> |  |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>55.1% (2)  |  |
| 14  | TYPE OF REPORTING PERSON*<br><br>PN  |  |

[\*SEE INSTRUCTIONS BEFORE FILLING OUT!]

(1) Includes 20,000,000 shares of Common Stock that may be acquired at any time upon the conversion of Series A Preferred Stock, 30,000,000 shares of Common Stock that may be acquired within 60 days pursuant to the Preferred Stock Warrants and Common Stock Warrants and 3,298 shares of Common Stock owned by a Member and Managing Director of Warburg Pincus LLC and Partner of Warburg Pincus & Co.

(2) Calculated in accordance with Rule 13d-3 under the Exchange Act, based upon the number of shares of Common Stock outstanding as of November 12, 2001 (as represented by the issuer in its 10-Q filed with the Securities and Exchange Commission on November 14, 2001) and including shares issuable within 60 days to the Reporting Persons.

CUSIP No. 30049P104

13D

|   |  |  |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)<br><br>Warburg Pincus LLC <span style="float: right;">I.R.S. #13-3536050</span> |  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* <span style="float: right;">(a) [ ]</span>   |  |

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(b) [X]

|                            |  |                          |
|----------------------------|--|--------------------------|
| 3                          | SEC USE ONLY   |                          |
| -----                      |  |                          |
| 4                          | SOURCE OF FUNDS*   |                          |
|                            | N/A  |                          |
| -----                      |  |                          |
| 5                          | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | [ ]                      |
| -----                      |  |                          |
| 6                          | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|                            | New York   |                          |
| -----                      |  |                          |
|                            | 7  | SOLE VOTING POWER        |
|                            |  | 0                        |
| -----                      |  |                          |
|                            | 8  | SHARED VOTING POWER      |
| NUMBER OF SHARES           |  | 50,003,298 (1)           |
| BENEFICIALLY OWNED BY EACH |  |                          |
| REPORTING PERSON WITH      | 9  | SOLE DISPOSITIVE POWER   |
|                            |  | 0                        |
| -----                      |  |                          |
|                            | 10   | SHARED DISPOSITIVE POWER |
|                            |  | 50,003,298 (1)           |
| -----                      |  |                          |
| 11                         | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                           |                          |
|                            | 50,003,298 (1)   |                          |
| -----                      |  |                          |
| 12                         | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*                 | [ ]                      |
| -----                      |  |                          |
| 13                         | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                     |                          |
|                            | 55.1% (2)  |                          |
| -----                      |  |                          |
| 14                         | TYPE OF REPORTING PERSON*  |                          |
|                            | PN   |                          |

[\*SEE INSTRUCTIONS BEFORE FILLING OUT!]

(1) Includes 20,000,000 shares of Common Stock that may be acquired at any time upon the conversion of Series A Preferred Stock, 30,000,000 shares of Common Stock that may be acquired within 60 days pursuant to the Preferred Stock Warrants and Common Stock Warrants and 3,298 shares of Common Stock owned by a Member and Managing Director of Warburg Pincus LLC and Partner of Warburg Pincus & Co.

(2) Calculated in accordance with Rule 13d-3 under the Exchange Act, based upon the number of shares of Common Stock outstanding as of November 12, 2001 (as represented by the issuer in its 10-Q filed with the Securities and Exchange Commission on November 14, 2001) and including shares issuable within 60 days to the Reporting Persons.

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This Amendment No. 2 ("Amendment No. 2") to that certain statement on Schedule 13D of Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII"), Warburg Pincus LLC, a New York limited liability company ("WP LLC") and Warburg, Pincus & Co., a New York general partnership ("WP," and together with WP VIII and WP LLC, the "Reporting Persons") filed on October 3, 2001 (the "Original Statement") and amended on October 17, 2001 (the "Amended Statement" and together with the Original Statement, the "Statement") hereby amends and restates the Statement as provided herein. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Statement. This Amendment is being filed to reflect the expiration of the voting agreement, previously described in the Statement, between the Reporting Persons and certain other stockholders of the Company.

Items 5 and 6 of the Statement are hereby amended and restated in their entirety as follows:

### Item 5. Interest in Securities of the Issuer.

(a) Assuming (i) exercise of all Preferred Stock Warrants issued to WP VIII; (ii) full conversion of the shares of Series A Preferred Stock issued to WP VIII at the closing and issuable pursuant to the Preferred Stock Warrants and (iii) full exercise for cash of all Common Stock Warrants issuable to WP VIII at the closing and upon exercise of the Preferred Stock Warrants, WP VIII may be deemed to beneficially own 50,000,000 shares of Common Stock, representing approximately 55.1% of the outstanding shares of Common Stock, based on the 40,830,111 shares of Common Stock outstanding as of November 12, 2001 (which number was represented by the Company in its 10-Q filed with the Securities and Exchange Commission on November 14, 2001), calculated in accordance with Rule 13d-3 under the Exchange Act. By reason of their respective relationships with WP VIII and each other, each of the other Reporting Persons may also be deemed under Rule 13d-3 under the Exchange Act to own beneficially 50,000,000 shares of Common Stock, representing approximately 55.1% of the outstanding Common Stock. Until such time as the Common Stock Warrant and the Preferred Stock Warrants are exercised, the Reporting Persons disclaim beneficial ownership of any shares of Common Stock issuable thereon.

One Member and Managing Director of WP LLC and Partner of WP owns approximately 3,298 shares of Common Stock. The Reporting Persons expressly disclaim beneficial ownership of these shares.

(b) WP and WP LLC share with WP VIII the power to vote or to direct the vote and to dispose or to direct the disposition of the 50,003,298 shares of Common Stock it may be deemed to beneficially own.

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Exchange Act. Each Reporting Person disclaims beneficial ownership of all shares of Common Stock, other than those reported herein as being owned by it.

(c) Other than as set forth in Item 4 hereof, no transactions in the Common Stock were effected during the last sixty days by the Reporting Persons or any of the persons set forth on Schedule I or in Item 2(d) hereto.

(d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of securities is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

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(e) Not applicable.

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

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement attached hereto as Exhibit 1, with respect to the joint filing of this statement and any amendment or amendments hereto.

As marked, the Purchase Agreement and the agreements, contemplated thereby were entered as of September 23, 2001 and is described in Item 3, Item 4 and Item 5 elsewhere in this Statement.

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 above or between such persons and any other person with respect to any securities of the Company.

Item 7. Material to be Filed as Exhibits

1. Joint Filing Agreement\*
2. Series A Preferred Stock Purchase Agreement, dated as of September 23, 2001, by and between the Company, WP VIII and certain other persons.\*
3. Form of Form A Subscription Warrant and Form of Form B Subscription Warrant.\*
4. Form of Warrant to Purchase Shares of Common Stock.\*
5. Form of Certificate of Designation of Series A Preferred Stock of Evolve Software, Inc. \*
6. Form of Preemptive Rights Agreement between the Company, WP VIII and certain other persons.\*
7. Power of Attorney.\*

-----  
\* Previously filed

### SIGNATURE

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: February 5, 2002

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.  
By: Warburg, Pincus & Co.,  
General Partner

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By: /s/ Scott Arenare

-----  
 Name: Scott Arenare  
 Title: Partner

Dated: February 5, 2002

WARBURG PINCUS & Co.

By: /s/ Scott Arenare

-----  
 Name: Scott Arenare  
 Title: Partner

Dated: February 5, 2002

WARBURG PINCUS LLC

By: /s/ Scott Arenare

-----  
 Name: Scott Arenare  
 Title: Managing Director

SCHEDULE I

Set forth below is the name, position and present principal occupation of each of the general partners of Warburg, Pincus & Co. ("WP") and members of Warburg Pincus LLC ("WP LLC"). The sole general partner of Warburg Pincus Private Equity VIII, L.P. ("WP VIII") is WP. WP VIII, WP, and WP LLC are hereinafter collectively referred to as the "Reporting Entities". Except as otherwise indicated, the business address of each of such persons is 466 Lexington Avenue, New York, New York 10017, and each of such persons is a citizen of the United States.

GENERAL PARTNERS OF WP

PRESENT PRINCIPAL OCCUPATION IN ADDITION  
 TO POSITION WITH WP, AND POSITIONS  
 WITH THE REPORTING ENTITIES

| NAME                |   |
|---------------------|---|
| Joel Ackerman       | Partner of WP; Member and Managing Director of WP LLC           |
| Scott A. Arenare    | Partner of WP; Member and Managing Director of WP LLC           |
| Gregory Back        | Partner of WP; Member and Managing Director of WP LLC           |
| David Barr          | Partner of WP; Member and Managing Director of WP LLC           |
| Larry Bettino       | Partner of WP; Member and Managing Director of WP LLC           |
| Harold Brown        | Partner of WP; Member and Managing Director of WP LLC           |
| Sean D. Carney      | Partner of WP; Member and Managing Director of WP LLC           |
| Samantha C. Chen    | Partner of WP; Member and Managing Director of WP LLC           |
| Mark Colodny        | Partner of WP; Member and Managing Director of WP LLC           |
| Timothy J. Curt     | Partner of WP; Member and Managing Director of WP LLC           |
| W. Bowman Cutter    | Partner of WP; Member and Managing Director of WP LLC           |
| Cary J. Davis       | Partner of WP; Member and Managing Director of WP LLC           |
| Stephen Distler     | Partner of WP; Member and Managing Director of WP LLC           |
| Stewart K. P. Gross | Partner of WP; Member and Senior Managing Director<br>of WP LLC |
| Patrick T. Hackett  | Partner of WP; Member and Managing Director of WP LLC           |
| Jeffrey A. Harris   | Partner of WP; Member and Senior Managing Director of<br>WP LLC |
| William H. Janeway  | Partner of WP; Member and Vice Chairman of WP LLC               |
| Peter R. Kagan      | Partner of WP; Member and Managing Director of WP LLC           |
| Charles R. Kaye     | Partner of WP; Member and Executive Managing Director           |



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|                        |   |
|------------------------|---|
|                        | of WP LLC   |
| Henry Kressel          | Partner of WP; Member and Senior Managing Director of WP LLC                            |
| Joseph P. Landy        | Partner of WP; Member and Executive Managing Director of WP LLC                         |
| Sidney Lapidus         | Partner of WP; Member and Managing Director of WP LLC                                   |
| Kewsong Lee            | Partner of WP; Member and Managing Director of WP LLC                                   |
| Jonathan S. Leff       | Partner of WP; Member and Managing Director of WP LLC                                   |
| Reuben S. Leibowitz    | Partner of WP; Member and Managing Director of WP LLC                                   |
| David E. Libowitz      | Partner of WP; Member and Managing Director of WP LLC                                   |
| Nancy Martin           | Partner of WP; Member and Managing Director of WP LLC                                   |
| Edward J. McKinley     | Partner of WP; Member and Managing Director of WP LLC                                   |
| Rodman W. Moorhead III | Partner of WP; Member and Managing Director of WP LLC                                   |
| James Neary            | Partner of WP; Member and Managing Director of WP LLC                                   |
| Howard H. Newman       | Partner of WP; Member and Vice Chairman of WP LLC                                       |
| Gary D. Nusbaum        | Partner of WP; Member and Managing Director of WP LLC                                   |
| Dalip Pathak           | Partner of WP; Member and Managing Director of WP LLC                                   |
| Lionel I. Pincus       | Managing Partner of WP; Managing Member, Chairman and Chief Executive Officer of WP LLC |
| Stan Raatz             | Partner of WP; Member and Managing Director of WP LLC                                   |
| John D. Santoleri      | Partner of WP; Member and Managing Director of WP LLC                                   |
| Steven G. Schneider    | Partner of WP; Member and Managing Director of WP LLC                                   |

PRESENT PRINCIPAL OCCUPATION IN ADDITION  
TO POSITION WITH WP, AND POSITIONS  
WITH THE REPORTING ENTITIES

|                         |   |
|-------------------------|---|
| NAME                    |   |
| Barry Taylor            | Partner of WP; Member and Managing Director of WP LLC |
| Wayne W. Tsou           | Partner of WP; Member and Managing Director of WP LLC |
| John L. Vogelstein      | Partner of WP; Member and President of WP LLC         |
| Elizabeth H. Weatherman | Partner of WP; Member and Managing Director of WP LLC |
| David Wenstrup          | Partner of WP; Member and Managing Director of WP LLC |
| Rosanne Zimmerman       | Partner of WP; Member and Managing Director of WP LLC |
| Pincus & Co.*           |   |
| NL & Co.**              |   |

-----  
 \* New York limited partnership; primary activity is ownership interest in WP and WP LLC  
 \*\* New York limited partnership; primary activity is ownership interest in WP.

MEMBERS OF WP LLC

PRESENT PRINCIPAL OCCUPATION IN ADDITION  
TO POSITION WITH WP, AND POSITIONS  
WITH THE REPORTING ENTITIES

|                      |   |
|----------------------|---|
| NAME                 |   |
| Joel Ackerman        | Member and Managing Director of WP LLC; Partner of WP |
| Scott A. Arenare     | Member and Managing Director of WP LLC; Partner of WP |
| Gregory Back         | Member and Managing Director of WP LLC; Partner of WP |
| David Barr           | Member and Managing Director of WP LLC; Partner of WP |
| Larry Bettino        | Member and Managing Director of WP LLC, Partner of WP |
| Frank M. Brochin (1) | Member and Managing Director of WP LLC                |

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|                          |  |
|--------------------------|--|
| Harold Brown             | Member and Managing Director of WP LLC; Partner of WP                                      |
| Sean D. Carney           | Member and Managing Director of WP LLC; Partner of WP                                      |
| Samantha C. Chen         | Member and Managing Director of WP LLC; Partner of WP                                      |
| Mark Colodny             | Member and Managing Director of WP LLC; Partner of WP                                      |
| Timothy J. Curt          | Member and Managing Director of WP LLC; Partner of WP                                      |
| W. Bowman Cutter         | Member and Managing Director of WP LLC; Partner of WP                                      |
| Cary J. Davis            | Member and Managing Director of WP LLC; Partner of WP                                      |
| Stephen Distler          | Member and Managing Director of WP LLC; Partner of WP                                      |
| Tetsuya Fukagawa (2)     | Member and Managing Director of WP LLC   |
| Makoto Fukuhara (2)      | Member and Managing Director of WP LLC   |
| Stewart K. P. Gross      | Member and Senior Managing Director of WP LLC;<br>Partner of WP                            |
| Alf Grunwald (3)         | Member and Managing Director of WP LLC   |
| Patrick T. Hackett       | Member and Managing Director of WP LLC; Partner of WP                                      |
| Jeffrey A. Harris        | Member and Senior Managing Director of WP LLC;<br>Partner of WP                            |
| Sung-Jin Hwang (4)       | Member and Managing Director of WP LLC   |
| Roberto Italia (5)       | Member and Managing Director of WP LLC   |
| William H. Janeway       | Member and Vice Chairman of WP LLC; Partner of WP  |
| Peter R. Kagan           | Member and Managing Director of WP LLC; Partner of WP                                      |
| Charles R. Kaye          | Member and Executive Managing Director of WP LLC;<br>Partner of WP                         |
| Rajesh Khanna (6)        | Member and Managing Director of WP LLC   |
| Henry Kressel            | Member and Senior Managing Director of WP LLC;<br>Partner of WP                            |
| Rajiv B. Lall (6)        | Member and Managing Director of WP LLC   |
| Joseph P. Landy          | Member and Executive Managing Director of WP LLC;<br>Partner of WP                         |
| Sidney Lapidus           | Member and Managing Director of WP LLC; Partner of WP                                      |
| Kewsong Lee              | Member and Managing Director of WP LLC; Partner of WP                                      |
| Jonathan S. Leff         | Member and Managing Director of WP LLC; Partner of WP                                      |
| Reuben S. Leibowitz      | Member and Managing Director of WP LLC; Partner of WP                                      |
| David E. Libowitz        | Member and Managing Director of WP LLC; Partner of WP                                      |
| Nicholas J. Lowcock (7)  | Member and Managing Director of WP LLC   |
| John W. MacIntosh (8)    | Member and Managing Director of WP LLC   |
| Nancy Martin             | Member and Managing Director of WP LLC; Partner of WP                                      |
| Edward J. McKinley       | Member and Managing Director of WP LLC; Partner of WP                                      |
| Rodman W. Moorhead III   | Member and Managing Director of WP LLC; Partner of WP                                      |
| James Neary              | Member and Managing Director of WP LLC; Partner of WP                                      |
| Howard H. Newman         | Member and Vice Chairman of WP LLC; Partner of WP  |
| Gary D. Nusbaum          | Member and Managing Director of WP LLC; Partner of WP                                      |
| Dalip Pathak             | Member and Managing Director of WP LLC; Partner of WP                                      |
| Lionel I. Pincus         | Managing Member, Chairman and Chief Executive Officer<br>of WP LLC; Managing Partner of WP |
| Pulak Chandan Prasad (6) | Member and Managing Director of WP LLC   |
| Stan Raatz               | Member and Managing Director of WP LLC; Partner of WP                                      |
| John D. Santoleri        | Member and Managing Director of WP LLC; Partner of WP                                      |

MEMBERS OF WP LLC (continued)

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PRESENT PRINCIPAL OCCUPATION IN ADDITION  
TO POSITION WITH WP, AND POSITIONS  
WITH THE REPORTING ENTITIES

| NAME                 |   |
|----------------------|---|
| Steven G. Schneider  | Member and Managing Director of WP LLC; Partner of WP |
| Joseph C. Schull (8) | Member and Managing Director of WP LLC                |
| Melchior Stahl (3)   | Member and Managing Director of WP LLC                |

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|                         |   |
|-------------------------|---|
| Chang Q. Sun (9)        | Member and Managing Director of WP LLC                |
| Barry Taylor            | Member and Managing Director of WP LLC, Partner of WP |
| Wayne W. Tsou           | Member and Managing Director of WP LLC, Partner of WP |
| John L. Vogelstein      | Member and President of WP LLC; Partner of WP         |
| Elizabeth H. Weatherman | Member and Managing Director of WP LLC; Partner of WP |
| David Wenstrup          | Member and Managing Director of WP LLC; Partner of WP |
| Jeremy S. Young (7)     | Member and Managing Director of WP LLC                |
| Rosanne Zimmerman       | Member and Managing Director of WP LLC; Partner of WP |
| Pincus & Co.*           |   |

- (1) Citizen of France
- (2) Citizen of Japan
- (3) Citizen of Germany
- (4) Citizen of Korea
- (5) Citizen of Italy
- (6) Citizen of India
- (7) Citizen of United Kingdom
- (8) Citizen of Canada
- (9) Citizen of China

\* New York limited partnership; primary activity is ownership interest in WP and WP LLC

### Exhibit Index

1. Joint Filing Agreement\*
2. Series A Preferred Stock Purchase Agreement, dated as of September 23, 2001, by and between the Company, WP VIII and certain other persons.\*
3. Form of Form A Subscription Warrant and Form of Form B Subscription Warrant.\*
4. Form of Warrant to Purchase Shares of Common Stock.\*
5. Form of Certificate of Designation of Series A Preferred Stock of Evolve Software, Inc. \*
6. Form of Preemptive Rights Agreement between the Company, WP VIII and certain other persons.\*
7. Power of Attorney.\*

-----  
\* Previously filed