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SUPPORTSOFT INC
Form SC 13D/A
July 16, 2002

OMB APPROVAL

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

SCHEDULE 13D

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)

July 12, 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(a)

* 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).

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SEC 1745 (3-98)

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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RS Investment Management Co. LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 6 SOLE VOTING POWER
SHARES -0-

BENEFICIALLY OWNED BY 7 SHARED VOTING POWER
EACH -7,303,750-

REPORTING PERSON 8 SOLE DISPOSITIVE POWER
WITH -0-

9 SHARED DISPOSITIVE POWER
-7,303,750-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-7,303,750-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
21.8%

13 TYPE OF REPORTING PERSON (See Instructions)
OO, HC

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Investment Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

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5 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER -0-
	7	SHARED VOTING POWER -7,303,750-
	8	SOLE DISPOSITIVE POWER -0-
	9	SHARED DISPOSITIVE POWER -7,303,750-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-7,303,750-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
21.8%

13 TYPE OF REPORTING PERSON (See Instructions)
IA, PN

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Diversified Growth Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SOLE VOTING POWER -0-
	7	SHARED VOTING POWER -4,760,000-
	8	SOLE DISPOSITIVE POWER -0-
	9	SHARED DISPOSITIVE POWER

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-4,760,000-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-4,760,000-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
14.2%

13 TYPE OF REPORTING PERSON (See Instructions)
IV

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ITEM 1.

This Schedule 13D is filed with respect to the Common Stock of SupportSoft, Inc.

ITEM 2.

This Schedule 13D is filed on behalf of the following:

I. (a) RS Investment Management Co. LLC is a Delaware Limited Liability Company.

(b) 388 Market Street, Ste 1700, San Francisco, CA 94111

(c) holding company

(d) no convictions in criminal proceedings

(e) no civil or administrative proceedings

II. (a) RS Investment Management, L.P. is a California Limited Partnership.

(b) 388 Market Street, Ste 1700, San Francisco, CA 94111

(c) registered investment adviser

(d) no convictions in criminal proceedings

(e) no civil or administrative proceedings

III. (a) RS Diversified Growth Fund is part of a Massachusetts Business Trust.

(b) 388 Market Street, Ste 1700, San Francisco, CA 94111

(c) investment company

(d) no convictions in criminal proceedings

(e) no civil or administrative proceedings

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ITEM 3

The securities with respect to which this Schedule 13D is filed were purchased by Funds managed by RSIM, L.P. and RS Growth Group LLC using working capital contributed by the Funds respective partners and shareholders.

ITEM 4

This schedule is being filed based on a change in the ownership position of Funds managed by RSIM, L.P. and RS Growth Group LLC due to acquisitions. All shares are held for investment purposes only. The reporting persons may sell all or part or acquire

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additional securities of the Issuer depending on market conditions and other economic factors.

ITEM 5

The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13D that are beneficially owned by the persons listed in Item 2 are as follows:

RS Investment Mgmt Co. LLC	7,303,750	21.8%
RS Investment Mgmt, L.P.	7,303,750	21.8%
RS Diversified Growth Fund	4,760,000	14.9%

All percentages in this table are based, pursuant to 13D-1(e) of the Securities Exchange Act of 1934, as amended, on 33,501,459 shares of Common Stock of the Issuer outstanding as of May 15, 2002.

RS Investment Mgmt Co. LLC is a Delaware Limited Liability Company that is deemed to have shared dispositive power over 7,303,750 shares of the Issuer.

RS Investment Mgmt, L.P. is a California Limited Partnership that is deemed to have shared dispositive power over 7,303,750 shares of the Issuer.

RS Diversified Growth Fund is an investment company that is part of a Massachusetts Business Trust with shared dispositive power over 4,760,000 shares of the Issuer.

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The following is a list of transactions by the filing parties in the last 60 days:

ACCT	DATE	SHARES	AMT	TYPE
RS acct	05/21/2002	4100	12956	open mkt sale
RS acct	05/21/2002	900	2844	open mkt sale
RS acct	05/21/2002	2100	6636	open mkt sale
RS acct	05/21/2002	2900	9164	open mkt sale
Sub-advised	05/21/2002	5000	15800	open mkt sale
Sub-advised fund	05/21/2002	2300	7268	open mkt sale
DGF	05/29/2002	19000	54150	open mkt purch
RS acct	05/29/2002	10000	28500	open mkt purch
Sub-advised fund	05/29/2002	16000	45600	open mkt purch
Sub-advised fund	05/29/2002	20000	57000	open mkt purch
DGF	06/05/2002	182000	551460	open mkt purch
SCG Fund	06/05/2002	500	1515	open mkt sale
SCG Fund	06/05/2002	400	1212	open mkt sale
SCG Fund	06/05/2002	11000	33329	open mkt sale
SCG Fund	06/05/2002	3200	9696	open mkt sale
SCG Fund	06/05/2002	4600	13938	open mkt sale
SCG Fund	06/05/2002	35600	107865	open mkt sale
SCG Fund	06/05/2002	44000	133316	open mkt sale
SCG Fund	06/05/2002	31200	94533	open mkt sale
SCG Fund	06/05/2002	1600	4848	open mkt sale
SCG Fund	06/05/2002	27500	83322	open mkt sale
SCG Fund	06/05/2002	3700	11211	open mkt sale
SCG Fund	06/05/2002	135300	409947	open mkt sale

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Sub-advised fund	06/05/2002	50000	151500	open mkt purch
Sub-advised fund	06/05/2002	1000	3030	open mkt purch
Sub-advised fund	06/05/2002	50000	151500	open mkt purch
Sub-advised fund	06/05/2002	15000	45450	open mkt purch
Sub-advised fund	06/05/2002	600	1818	open mkt purch
DGF	06/20/2002	11200	33361	open mkt purch
Sub-advised fund	06/20/2002	2500	7447	open mkt purch
Sub-advised fund	06/20/2002	6300	18766	open mkt purch
DGF	06/21/2002	2900	8758	open mkt purch
Sub-advised fund	06/21/2002	600	1812	open mkt purch
Sub-advised fund	06/21/2002	1500	4530	open mkt purch
DGF	06/24/2002	400	1190	open mkt purch
Sub-advised fund	06/24/2002	100	297	open mkt purch
Sub-advised fund	06/24/2002	200	595	open mkt purch
DGF	06/25/2002	19000	56050	open mkt purch
DGF	06/25/2002	4800	14520	open mkt purch
RS acct	06/25/2002	2800	8260	open mkt purch
RS acct	06/25/2002	700	2117	open mkt purch
Sub-advised fund	06/25/2002	500	1512	open mkt purch
Sub-advised fund	06/25/2002	1800	5310	open mkt purch
Sub-advised fund	06/25/2002	100	295	open mkt purch
Sub-advised fund	06/25/2002	300	907	open mkt purch
Sub-advised fund	06/25/2002	1300	3835	open mkt purch
DGF	06/26/2002	30300	81583	open mkt purch
RS acct	06/26/2002	4400	11847	open mkt purch
Sub-advised fund	06/26/2002	2900	7808	open mkt purch
Sub-advised fund	06/26/2002	300	808	open mkt purch
Sub-advised fund	06/26/2002	2100	5654	open mkt purch
DGF	06/27/2002	18700	51238	open mkt purch
DGF	06/27/2002	27900	72540	open mkt purch
RS acct	06/27/2002	1400	3836	open mkt purch
RS acct	06/27/2002	2100	5460	open mkt purch
RS acct	06/27/2002	1400	3836	open mkt purch
RS acct	06/27/2002	2100	5460	open mkt purch
Sep acct	06/27/2002	1400	3836	open mkt purch
Sep acct	06/27/2002	2100	5460	open mkt purch
Sub-advised fund	06/27/2002	1800	4932	open mkt purch
Sub-advised fund	06/27/2002	2700	7020	open mkt purch
Sub-advised fund	06/27/2002	100	260	open mkt purch
Sub-advised fund	06/27/2002	300	822	open mkt purch
Sub-advised fund	06/27/2002	500	1300	open mkt purch
DGF	06/28/2002	53200	156041	open mkt purch
DGF	06/28/2002	99600	278880	open mkt purch
RS acct	06/28/2002	4000	11732	open mkt purch
RS acct	06/28/2002	7500	21000	open mkt purch
RS acct	06/28/2002	4100	12026	open mkt purch
RS acct	06/28/2002	7600	21280	open mkt purch
Sep acct	06/28/2002	3900	11439	open mkt purch
Sep acct	06/28/2002	7400	20720	open mkt purch
Sub-advised fund	06/28/2002	5300	15545	open mkt purch
Sub-advised fund	06/28/2002	9800	27440	open mkt purch
Sub-advised fund	06/28/2002	100	293	open mkt purch
Sub-advised fund	06/28/2002	200	560	open mkt purch
Sub-advised fund	06/28/2002	900	2640	open mkt purch
Sub-advised fund	06/28/2002	1600	4480	open mkt purch
Sep acct	07/02/2002	2000	5193	open mkt purch
Sub-advised	07/02/2002	500	1298	open mkt purch
Sub-advised fund	07/02/2002	2700	7010	open mkt purch
Sub-advised fund	07/02/2002	200	519	open mkt purch
Sub-advised fund	07/02/2002	4000	10385	open mkt purch
Sub-advised fund	07/02/2002	10000	25963	open mkt purch
Sub-advised fund	07/02/2002	600	1558	open mkt purch

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DGF	07/03/2002	25400	65672	open mkt purch
DGF	07/03/2002	24600	62115	open mkt purch
Sub-advised fund	07/03/2002	4900	12372	open mkt purch
Sub-advised fund	07/03/2002	5100	13186	open mkt purch
DGF	07/08/2002	4300	10658	open mkt purch
Sub-advised fund	07/08/2002	1300	3222	open mkt purch
DGF	07/09/2002	15400	36498	open mkt purch
Sub-advised fund	07/09/2002	4600	10902	open mkt purch
DGF	07/10/2002	40300	92626	open mkt purch
Sub-advised fund	07/10/2002	9100	20915	open mkt purch
RS acct	07/12/2002	4700	10622	open mkt purch
RS acct	07/12/2002	7300	16498	open mkt purch
Sub-advised fund	07/12/2002	1900	4294	open mkt purch

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ITEM 6

Please refer to Item 5.

ITEM 7

The following exhibits are filed herewith:

Exhibit A - Joint Filing Agreement

ITEM 8

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: July 15, 2002

RS INVESTMENT MANAGEMENT CO. LLC

By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS INVESTMENT MANAGEMENT, L.P.

By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS DIVERSIFIED GROWTH FUND

By: RS Investment Management, L.P.
Investment Adviser
By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly

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pursuant to Rule 13d-1(f)(1). Each of them is responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is accurate.

Dated: July 15, 2002

RS INVESTMENT MANAGEMENT CO. LLC

By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS INVESTMENT MANAGEMENT, L.P.

By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS DIVERSIFIED GROWTH FUND

By: RS Investment Management, L.P.
Investment Adviser
By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer