

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

CALLWAVE INC
Form SC 13G/A
February 10, 2006

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

SCHEDULE 13G

(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13D-1(B) (C), AND (D) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13D-2 (B)

(Amendment No. 1)
Callwave, Inc.

(Name of Issuer)
Common Stock, \$.0001 par value

(Title of Class of Securities)
13126N 10 1

(CUSIP Number)
December 31, 2005

(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 the disclosures provided in a prior cover page.

The information required in 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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SCHEDULE 13G

ISSUER: Callwave, Inc.

CUSIP No.: 13126N 10 1

- 1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

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Insight Venture Partners IV, L.P.

52-2269503

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

| | | | |
|------------------|----|--------------------|-----------|
| | | Sole Voting | |
| | 5. | Power | 2,395,490 |
| | | | |
| | | Shared Voting | |
| Number of Shares | 6. | Power | |
| Beneficially | | | |
| Owned by Each | | | |
| Reporting Person | | | |
| With: | | | |
| | | Sole Dispositive | |
| | 7. | Power | 2,395,490 |
| | | | |
| | | Shared Dispositive | |
| | 8. | Power | |

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,395,490

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 11.6%

12. Type of Reporting Person (See Instructions)

PN

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SCHEDULE 13G

ISSUER: Callwave, Inc.

CUSIP No.: 13126N 10 1

- 1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Insight Venture Partners IV (Co-Investors), L.P.

52-2269509

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

- 3. SEC Use
Only

- 4. Citizenship or Place of
Organization Delaware

| | | |
|----|-------------|---------|
| | Sole Voting | |
| 5. | Power | 295,217 |

| | | | |
|--|----|---------------------------|---------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 6. | Shared Voting Power | |
| | 7. | Sole Dispositive Power | 295,217 |

| | | |
|----|-----------------------------|-------|
| 8. | Shared Dispositive Power | |
|----|-----------------------------|-------|

| | | |
|----|---|---------|
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 295,217 |
|----|---|---------|

- 10. Check box if the Aggregate Amount in Row (9)
Excludes Certain Shares (See Instructions)

| | | |
|-----|--|------|
| 11. | Percent of Class Represented by Amount in Row (9) | 1.4% |
|-----|--|------|

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12. Type of Reporting Person (See Instructions)

PN

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ISSUER: Callwave, Inc.

CUSIP No.: 13126N 10 1

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Insight Venture Partners IV (Fund B), L.P.
52-2269507

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use
Only

4. Citizenship or Place of
Organization Delaware

5. Sole Voting
Power 19,033

Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting
Power
7. Sole Dispositive
Power 19,033

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Shared Dispositive

8. Power

.....

9. Aggregate Amount Beneficially Owned by Each Reporting Person 19,033

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 0.1%

12. Type of Reporting Person (See Instructions)

PN

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SCHEDULE 13G

ISSUER: Callwave, Inc.

CUSIP No.: 13126N 10 1

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Insight Venture Partners (Cayman) IV, L.P. 90-0183706

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization Cayman Islands

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| | | | |
|------------------|----|--------------------|---------|
| | | Sole Voting | |
| | 5. | Power | 320,256 |
| | | | |
| | | Shared Voting | |
| Number of Shares | 6. | Power | |
| Beneficially | | | |
| Owned by Each | | | |
| Reporting Person | | Sole Dispositive | |
| With: | 7. | Power | 320,256 |
| | | | |
| | | Shared Dispositive | |
| | 8. | Power | |
| | | | |

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person 320,256
.....
- 10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
.....
- 11. Percent of Class Represented by Amount in Row (9) 1.6%
.....

12. Type of Reporting Person (See Instructions)

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SCHEDULE 13G

ISSUER: Callwave, Inc. CUSIP No.: 13126N 10 1

- 1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Insight Venture Associates IV, LLC

37-1417641

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use
Only

4. Citizenship or Place of
Organization Delaware

5. Sole Voting
Power

Number of Shares Beneficially Owned by Each Reporting Person With: 6. Shared Voting Power 3,029,996

7. Sole Dispositive
Power

8. Shared Dispositive
Power 3,029,996

9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,029,996

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 14.7%

12. Type of Reporting Person (See Instructions)

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SCHEDULE 13G

ISSUER: Callwave, Inc.

CUSIP No.: 13126N 10 1

- 1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Insight Holdings Group, LLC

35-2158588

- 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

- 3. SEC Use
Only

- 4. Citizenship or Place of
Organization Delaware

- 5. Sole Voting
Power

| | | |
|--|------------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 6. Shared Voting Power | 3,029,996 |
| | 7. Sole Dispositive Power | |

- 8. Shared Dispositive
Power 3,029,996

9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,029,996

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 14.7%

12. Type of Reporting Person (See Instructions)

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ISSUER: Callwave, Inc. SCHEDULE 13G CUSIP No.: 13126N 10 1

ITEM 1.

- (A) NAME OF ISSUER:
Callwave, Inc.
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
136 West Canon Perdido Street
Santa Barbara, CA 93101

ITEM 2.

NAME OF PERSON FILING:
Insight Venture Partners IV, L.P. ("IVP")
Insight Venture Partners IV (Co-Investors), L.P.
("IVP Co-Investors")
Insight Venture Partners (Fund B), L.P. ("IVP Fund B")
Insight Venture Partners (Cayman) IV, L.P. ("IVP Cayman")
Insight Venture Associates IV, LLC ("Associates")
Insight Holdings Group, LLC ("Holdings")

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

- (A) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
c/o Insight Capital Partners
680 Fifth Avenue, 9th Floor
New York, NY 10019

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(B) CITIZENSHIP:

For all reporting persons (other than IVP Cayman):
Delaware
IVP Cayman: Cayman Islands

(C) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock, \$.0001 par value

(D) CUSIP NUMBER:

13126N 10 1

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS. 240. 13D-1(B) OR 240. 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED:

| | | |
|------------------|---|-----------|
| IVP | : | 2,395,490 |
| IVP Co-Investors | : | 295,217 |
| IVP Fund B | : | 19,033 |
| IVP Cayman | : | 320,256 |
| Associates | : | 3,029,996 |
| Holdings | : | 3,209,996 |

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(B) PERCENT OF CLASS:

| | | |
|------------------|---|-------|
| IVP | : | 11.6% |
| IVP Co-Investors | : | 1.4% |
| IVP Fund B | : | 0.1% |
| IVP Cayman | : | 1.6% |
| Associates | : | 14.7% |
| Holdings | : | 14.7% |

(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) Sole power to vote: IVP: 2,395,490, IVP Co-Investors: 295,217, IVP Fund B: 19,033, IVP Cayman: 320,256, Associates: 0, Holdings: 0

(ii) Shared power to vote: IVP: 0, IVP Co-Investors: 0, IVP Fund B: 0, IVP Cayman: 0, Associates: 3,029,996, Holdings: 3,029,996

(iii) Sole power to dispose: IVP: 2,395,490, IVP Co-Investors: 295,217, IVP Fund B: 19,033, IVP Cayman: 320,256, Associates: 0,

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Holdings: 0

(iv) Shared power to dispose: IVP: 0, IVP
Co-Investors: 0, IVP Fund B: 0, IVP Cayman:
0, Associates: 3,029,996, Holdings:
3,029,996

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

Not applicable

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

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable

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ISSUER: Callwave, Inc.

CUSIP No.: 13126N 10 1

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.

Date: February 9, 2006

INSIGHT VENTURE PARTNERS IV, L.P.

By: Insight Venture Associates IV, LLC, its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

INSIGHT VENTURE PARTNERS IV (CO-INVESTORS), L.P.

By: Insight Venture Associates IV, LLC, its general partner

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By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

INSIGHT VENTURE PARTNERS IV (FUND B), L.P.

By: Insight Venture Associates IV, LLC, its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

INSIGHT VENTURE PARTNERS (CAYMAN) IV, L.P.

By: Insight Venture Associates IV, LLC, its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

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INSIGHT VENTURE ASSOCIATES IV, LLC

By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

INSIGHT HOLDINGS GROUP, LLC

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

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EXHIBIT 2 (A)

This Statement is being filed by Insight Venture Partners IV, L.P., a Delaware limited partnership (hereinafter referred to as "IVP"), Insight Venture Partners IV (Co-Investors), L.P., a Delaware limited partnership (hereinafter referred to as "IVP Co-Investors"), Insight Venture Partners (Cayman) IV, L.P., a Cayman Islands limited partnership (hereinafter referred to as "IVP Cayman"), Insight Venture Partners IV (Fund B), L.P., a Delaware limited partnership (hereinafter referred to as "IVP Fund B"), Insight Venture Associates IV, LLC, a Delaware limited liability company (hereinafter referred to as "Associates") and Insight Holdings Group, LLC, a Delaware limited liability company (hereinafter referred to as "Holdings") each of whose principal office is located at c/o Insight Capital Partners IV, L.P., 527 Madison Avenue, 10th Floor, New York, New York, 10022. Each of IVP, IVP Co-Investors, IVP Cayman and IVP Fund B (collectively referred to herein as the "Insight Funds") is engaged in the venture capital business. Each of Associates and Holdings is engaged in the Venture Capital business indirectly through the Insight Funds.

Associates is the general partner of each of the Insight Funds, and as such may be deemed to be the beneficial owner of all shares held by the Insight Funds.

Holdings is the managing member of Associates, and as such may be deemed to be the beneficial owner of all shares held by the Insights Funds.

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ISSUER: Callwave, Inc.

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EXHIBIT 2 (B)

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is accurate.

Dated this 9th day of February, 2006.

INSIGHT VENTURE PARTNERS IV, L.P.

By: Insight Venture Associates IV, LLC, its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

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INSIGHT VENTURE PARTNERS IV (CO-INVESTORS), L.P.

By: Insight Venture Associates IV, LLC, its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

INSIGHT VENTURE PARTNERS IV (FUND B), L.P.

By: Insight Venture Associates IV, LLC, its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

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ISSUER: Callwave, Inc.

CUSIP No.: 13126N 10 1

INSIGHT VENTURE PARTNERS (CAYMAN) IV, L.P.

By: Insight Venture Associates IV, LLC, its general partner

By: Insight Holdings Group, LLC, its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

INSIGHT VENTURE ASSOCIATES IV, LLC

By: Insight Holdings Group, LLC., its managing member

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

INSIGHT HOLDINGS GROUP, LLC

By: /s/Jeff Horing

Name: Jeff Horing
Title: Managing Member

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