VISTACARE INC Form SC 13G/A February 13, 2004

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. 1)*

VistaCare, Inc.

(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

(Title of Class of Securities)

92839Y109

(CUSIP Number)

December 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- o Rule 13d-1(b)
- o Rule 13d-1(c)
- ý Rule 13d-1(d)

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

^{*}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.

(however	500	the	Notes)	

(Continued on following pages)

Page 1 of 14 Pages Exhibit Index on Page 13

CUSIP NO. 92839Y109		13 G	Page 2 of 14 Pages
1 NAME OF DEPORTU	ALC DEDGON		
1 NAME OF REPORTING	NG PERSON artners III L.P. (BVP	ш	
	PRIATE BOX IF A ME	*	
(a) o (b	y ý		
3 SEC USE ONLY			
4 CITIZENSHIP OR PL	ACE OF ORGANIZAT	TION	
Delaware			
NUMBER OF	5	SOLE VOTING	POWER
SHARES		0	
BENEFICIALLY	6	SHARED VOTI	NG POWER
OWNED BY EACH		0	
REPORTING	7	SOLE DISPOSI	TIVE POWER
PERSON		0	
WITH	8		OSITIVE POWER
		0	
	JNT BENEFICIALLY	OWNED BY EACH	
REPORTING PERSO	- '		0
10 CHECK BOX IF THE	AGGREGATE AMOU	JNT IN ROW 9	
EXCLUDES CERTAI	N SHARES		0
11 PERCENT OF CLASS	S REPRESENTED BY	AMOUNT IN ROW 9	0%
			201
12 TYPE OF REPORTIN	G PERSON		PN

CUSIP N	NO. 92839Y109		13 G	Page 3 of 14 Pages
1	NAME OF REPORTIN BVP III Special Situat		· III SS)	
2	CHECK THE APPROP	RIATE BOX IF A	A MEMBER OF A GROUP	
3 4	(a) O (b) SEC USE ONLY CITIZENSHIP OR PLA	•	ZATION	
•	Delaware	ice of ofternive		
	NUMBER OF SHARES	5	SOLE VOTING POV 0	WER
	BENEFICIALLY OWNED BY EACH	6	SHARED VOTING 0	POWER
	REPORTING PERSON	7	SOLE DISPOSITIVE 0	E POWER
	WITH	8	SHARED DISPOSIT	TIVE POWER
9	AGGREGATE AMOU REPORTING PERSON		LY OWNED BY EACH	0
10	CHECK BOX IF THE	AGGREGATE AM	MOUNT IN ROW 9	
	EXCLUDES CERTAIN		DV AMOUNT BUDOWS	0
11	PERCENT OF CLASS	KEPKESENTED	BY AMOUNT IN ROW 9	0%
12	TYPE OF REPORTING	G PERSON		PN

CUSIP NO. 92839Y109		13 G	Page 4 of 14 Pages
NAME OF REPORTING Deer III & Co. LLC (CHECK THE APPROPE		BER OF A GROUP	
	ý CE OF ORGANIZATIO	N	
Delaware NUMBER OF SHARES BENEFICIALLY	5 6	SOLE VOTING POV 0 SHARED VOTING	
OWNED BY EACH REPORTING PERSON WITH	7	0 SOLE DISPOSITIVI 0 SHARED DISPOSIT	
	o NT BENEFICIALLY OW	0	0
	AGGREGATE AMOUNT SHARES	'IN ROW 9	o
11 PERCENT OF CLASS I	REPRESENTED BY AM	OUNT IN ROW 9	0%
12 TYPE OF REPORTING	PERSON		00

CUSIP N	O. 92839Y109		13 G	Page 5 of 14 Pages
1	NAME OF REPORTIN	JC DEDSON		
1	Robert H. Buescher	NO FERSON		
2		PRIATE BOX IF A	MEMBER OF A GROUP	
2			WEWIDER OF A GROOT	
2	(a) 0 (b SEC USE ONLY	ý ý		
3 4	CITIZENSHIP OR PL	A CE OE ODC A NIZ	ATION	
4	U.S.A.	ACE OF ORGANIZ	LATION	
	NUMBER OF	5	SOLE VOTING PO	WFD
	SHARES	3	0	WER
	BENEFICIALLY	6	SHARED VOTING	POWER
	OWNED BY	-	0	
	EACH	7	SOLE DISPOSITIV	E POWER
	REPORTING		0	
	PERSON	8	SHARED DISPOSI	ΓIVE POWER
	WITH		0	
9	AGGREGATE AMOU	NT BENEFICIALI	LY OWNED BY EACH	
	REPORTING PERSO	N		0
10	CHECK BOX IF THE	AGGREGATE AM	OUNT IN ROW 9	
	EXCLUDES CERTAI	N SHARES		O
11	PERCENT OF CLASS	REPRESENTED E	BY AMOUNT IN ROW 9	0%
12	TYPE OF REPORTIN	C DEBSON		IN
12	TITE OF REFORTIN	O I EKSON		пл

CUSIP N	O. 92839Y109		13 G	Page 6 of 14 Pages	
		a			
1	NAME OF REPORTING	3 PERSON			
_	William T. Burgin				
2	CHECK THE APPROPI	RIATE BOX IF A	A MEMBER OF A GROUP		
	(a) o (b)	ý			
3	SEC USE ONLY				
4	CITIZENSHIP OR PLA	CE OF ORGANI	ZATION		
	U.S.A.				
	NUMBER OF	5	SOLE VOTING POW	ER	
	SHARES		75,000 shares.		
	BENEFICIALLY	6	SHARED VOTING PO	OWER	
	OWNED BY EACH		0		
	REPORTING	7	SOLE DISPOSITIVE	POWER	
	PERSON		75,000 shares.		
	WITH	8	SHARED DISPOSITI	VE POWER	
			0		
9	AGGREGATE AMOUN	IT BENEFICIAL	LY OWNED BY EACH		
	REPORTING PERSON			75,000	
10	CHECK BOX IF THE A	GGREGATE AN	MOUNT IN ROW 9		
	EXCLUDES CERTAIN	SHARES		O	
11	PERCENT OF CLASS I	REPRESENTED	BY AMOUNT IN ROW 9	0.5%	
12	TYPE OF REPORTING	PERSON		IN	

CUSIP NO. 92839Y109		13 G	Page 7 of 14 Pages
1 NAME OF DE	PORTING PERSON		
David J. Cowa		MADED OF A CDOUD	
2 CHECK THE A	APPROPRIATE BOX IF A ME	MBER OF A GROUP	
(a) O	(b) ý		
3 SEC USE ONL	LY.		
4 CITIZENSHIP	OR PLACE OF ORGANIZAT	ION	
U.S.A.			
NUMBER OF	5	SOLE VOTING POV	WER
SHARES		0	
BENEFICIALLY	7 6	SHARED VOTING	POWER
OWNED BY EAC	CH	0	
REPORTING	7	SOLE DISPOSITIVI	E POWER
PERSON		0	
WITH	8	SHARED DISPOSIT	TIVE POWER
		0	
9 AGGREGATE	AMOUNT BENEFICIALLY	OWNED BY EACH	
REPORTING I	PERSON		0
10 CHECK BOX	IF THE AGGREGATE AMOU	NT IN ROW 9	
EXCLUDES C	ERTAIN SHARES		0
	CLASS REPRESENTED BY	AMOUNT IN ROW 9	0%
	ORTING PERSON	integral in the way	IN
12 THE OF REF	ORTH (OT LING)		11.1

CUSIP N	O. 92839Y109		13 G	Page 8 of 14 Pages
1	NAME OF REPORTIN			
	Christopher F. O. Gab			
2	CHECK THE APPROP	RIATE BOX IF A	MEMBER OF A GROUP	
	(a) o (b)	ý		
3	SEC USE ONLY			
4	CITIZENSHIP OR PLA	CE OF ORGANIZ	ZATION	
	U.S.A.			
	NUMBER OF	5	SOLE VOTING POV	VER
	SHARES		88,527 shares.	
	BENEFICIALLY	6	SHARED VOTING I	POWER
	OWNED BY EACH		0	
	REPORTING	7	SOLE DISPOSITIVE	E POWER
	PERSON		88,527 shares.	
	WITH	8	SHARED DISPOSIT	TIVE POWER
			0	
9	AGGREGATE AMOU	NT BENEFICIAL	LY OWNED BY EACH	
	REPORTING PERSON			88,527
10	CHECK BOX IF THE A	AGGREGATE AM	MOUNT IN ROW 9	
	EXCLUDES CERTAIN	SHARES		0
11	PERCENT OF CLASS	REPRESENTED 1	BY AMOUNT IN ROW 9	0.6%
12	TYPE OF REPORTING	F PERSON		IN

CUSIP N	VO. 92839Y109		13 G	Page 9 of 14 Pages
1	NAME OF DEDODTIN	C DEDCON		
1	NAME OF REPORTIN	G PERSON		
•	G. Felda Hardymon	DIATE DOWNE	A MEMBER OF A CROUD	
2		_	A MEMBER OF A GROUP	
	(a) o (b)	ý		
3	SEC USE ONLY			
4	CITIZENSHIP OR PLA	CE OF ORGAN	IZATION	
	U.S.A.			
	NUMBER OF	5	SOLE VOTING POV	WER
	SHARES		0	
	BENEFICIALLY	6	SHARED VOTING	POWER
	OWNED BY EACH		0	
	REPORTING	7	SOLE DISPOSITIVI	E POWER
	PERSON		0	
	WITH	8	SHARED DISPOSIT	TIVE POWER
			0	
9	AGGREGATE AMOU	NT BENEFICIAI	LLY OWNED BY EACH	
	REPORTING PERSON			0
10	CHECK BOX IF THE A	AGGREGATE A	MOUNT IN ROW 9	
	EXCLUDES CERTAIN	SHARES		0
11	PERCENT OF CLASS	REPRESENTED	BY AMOUNT IN ROW 9	0%
12	TYPE OF REPORTING	F PERSON		IN

CUSIP NO. 92839Y109 13 G Page 10 of 14 Pages

This Amendment No. 1 amends the Statement on 13(G) (the Original Statement) filed by Bessemer Venture Partners III, L.P., a Delaware limited partnership (BVP III), BVP III Special Situations, L.P., a Delaware limited partnership (BVP III SS), Robert H. Buescher, William T. Burgin, David J. Cowan, Christopher F.O. Gabrieli and G. Felda Hardymon. The foregoing entities and individuals are collectively referred to as the Reporting Persons. Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 1(b). ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:

4800 N. Scottsdale Road, Suite 5000

Scottsdale, Arizona 85251

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. The following information with respect to the ownership of the Class A Common Stock of the issuer by the persons filing this statement is provided as of December 31, 2003:

(a) **Amount beneficially owned:**

See Row 9 of the cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of the cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i)	Sole power to vote or to direct the vote:
See Row 5 of the co	over page for each Reporting Person.
(ii)	Shared power to vote or to direct the vote:
See Row 6 of the co	over page for each Reporting Person.
(iii)	Sole power to dispose or to direct the disposition of:
See Row 7 of the co	over page for each Reporting Person.
(iv)	Shared power to dispose or to direct the disposition of:
See Row 8 of the co	over page for each Reporting Person.
ITEM 5.	OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:
	is being filed to report the fact that as of the date hereof the reporting person has ceased to be the of more than five percent of the class of securities, check the following: ý Yes

Page 11 of 14 Pages

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.

Date: February 13, 2004

BESSEMER VENTURE PARTNERS III L.P.

By: Deer III & Co. LLC, General Partner

By: /s/ J. Edmund Colloton
J. Edmund Colloton
Authorized Officer

BVP III SPECIAL SITUATIONS L.P.

By: Deer III & Co. LLC, General Partner

By: /s/ J. Edmund Colloton
J. Edmund Colloton
Authorized Officer

DEER III & Co. LLC

By: /s/ J. Edmund Colloton
J. Edmund Colloton

Authorized Officer

ROBERT H. BUESCHER

By: *

J. Edmund Colloton Attorney-in-Fact

WILLIAM T. BURGIN

By:

J. Edmund Colloton

Attorney-in-Fact

DAVID J. COWAN

By: *

J. Edmund Colloton Attorney-in-Fact

Page 12 of 14 Pages

CHRISTOPHER F. O. GABRIELI

By:

J. Edmund Colloton Attorney-in-Fact

G. FELDA HARDYMON

By:

J. Edmund Colloton Attorney-in-Fact

^{*}Signed pursuant to a Statement Appointing Designated Filer and Authorized Signatories, dated February 14, 2002 (the Statement of Designation) and filed with the SEC on February 14, 2002 as an exhibit to the Form 13G for Telocity Delaware, Inc., filed by Bessemer Venture Partners IV, L.P., which Statement of Designation is incorporated by reference herein.

Page 13 of 14 Pages

EXHIBIT INDEX

Exhibit A: Agreement of Joint Filing Found on Sequentially Number Page

Exhibit A: 14

Page 14 of 14 Pages

EXHIBIT A

Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any	amendment thereto) relating to the Class A Common Stock of
VistaCare, Inc. shall be filed on behalf of each of the Reporting Persons	s. Note that copies of the applicable Agreement of Joint Filing are
already on file with the appropriate agencies.	