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PLANETOUT INC
Form SC 13G
February 14, 2005

OMB APPROVAL

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(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)

PlanetOut

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

727058109

(CUSIP Number)

December 31, 2004

(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: Planetout

CUSIP No.: 727058109

Names of Reporting Persons.

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

J.P. Morgan Partners (23A SBIC), L.P.
13-3986302

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

(a) |
(b) |X|

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

| | |
|--|---|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5. Sole Voting Power 1,100,132 shares of common stock |
| | 6. Shared Voting Power |
| | 7. Sole Dispositive Power 1,100,132 shares of common stock |
| | 8. Shared Dispositive Power |

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,100,132 shares of common stock

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)
6.5%

12. Type of Reporting Person (See Instructions)
00

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Issuer: Planetout

CUSIP No.: 727058109

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

J.P. Morgan Partners (BHCA), L.P.
13-3371826

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

(a) |
(b) |X|

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3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With:
5. Sole Voting Power 137,592

6. Shared Voting Power

7. Sole Dispositive Power 137,592

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person
10. 137,592 Check box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9) .8%

12. Type of Reporting Person (See Instructions) PN

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Issuer: Planetout

CUSIP No.: 727058109

Item 1.

(a) Name of Issuer:

Planetout

(b) Address of Issuer's Principal Executive Offices:

300 California Street
San Francisco, CA 94104

Item 2.

(a) Name of Person Filing:

J.P. Morgan Partners (23A SBIC), L.P. ("JPMP SBIC")
J.P. Morgan Partners (BHCA, L.P. ("JPMP BHCA"))

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

(b) Address of Principal Business Office or, if none, Residence:

1221 Avenue of the Americas
New York, New York 10020

(c) Citizenship:

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Delaware

(d) Title of Class of Securities (of Issuer):

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

727058109

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:

JPMP BHCA: 137,592 shares of Common Stock

JPMP SBIC: 1,100,132 shares of Common Stock

(b) Percent of Class:

JPMP BHCA: .8% (as of December 31, 2004)

JPMP SBIC: 6.5% (as of December 31, 2004)

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

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- (i) Sole power to vote or to direct vote: JPMP BHCA: 137,592 shares of Common Stock, JPMP SBIC: 1,100,132 shares of Common Stock
- (ii) Shares power to vote or to direct the vote: Not applicable
- (iii) Sole power to dispose or to direct the disposition of: JPMP BHCA: 137,592 shares of Common Stock, JPMP SBIC: 1,100,132 shares of Common Stock
- (iv) Shares power to dispose or to direct disposition of: Not applicable

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

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Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

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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 14, 2005

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager), Inc.

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P., its general partner

By: JPMP Capital Corp., its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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Issuer: Planetout

CUSIP No.: 727058109

EXHIBIT 2(a)

This statement is being filed by J.P. Morgan Partners (23A SBIC), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP SBIC"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP SBIC is engaged in the venture capital and leveraged buyout business. The general partner of JPMP SBIC is J.P. Morgan Partners (23A SBIC

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Manager), Inc., a Delaware corporation (hereinafter referred to as "JPMP Manager"), whose principal business office is located at the same address as JPMP SBIC, and is also indirectly (through JPMP SBIC) engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer of JPMP Manager. As general partner of JPMP SBIC, JPMP Manager may be deemed to beneficially own the shares held by JPMP SBIC.

This statement is also being filed by J.P. Morgan Partners (BHCA), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP BHCA"), whose principal business office is located 1221 Avenue of the Americas, New York, New York 10020. JPMP BHCA is engaged in the venture capital, private equity and leveraged buyout business. The general partner of JPMP BHCA is JPMP Master Fund Manager, L.P., a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP BHCA, and is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and leveraged buyout business. As general partner of JPMP BHCA, JPMP Master Fund may be deemed to beneficially own the shares held by JPMP BHCA.

The general partner of JPMP Master Fund is JPMP Capital Corp., a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (BHCA), and is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp. As general partner of JPMP Master Fund, JPMP Capital Corp. may be deemed to beneficially own the shares held by JPMP BHCA.

JPMP Manager is a wholly owned subsidiary of JPMorgan Chase Bank, National Association, a National Banking Association (hereinafter referred to as "JPM Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each of each executive officer and director of JPM Chase Bank. JPM Chase Bank and JPMP Capital is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule D hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

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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

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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 14th day of February, 2005.

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC Manager), Inc.

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P., its general partner

By: JPMP Capital Corp., its general partner

By: /s/ Jeffrey C. Walker

Name: Jeffrey C. Walker
Title: President

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SCHEDULE A

J.P. Morgan Partners (23A SBIC Manager, Inc.)

Executive Officers(1)

President
Chief Investment Officer
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director
Managing Director

Jeffrey C. Walker*
Arnold L. Chavkin*
Srinivas Akkaraju*
Christopher Albinson*
Dr. Dana Beth Ardi*
Richard Aube*
Christopher C. Behrens*
John Breckenridge*
Julie Casella-Esposito*
Rodney A. Ferguson*
Cornell P. French*
Michael R. Hannon*
Matthew Lori*
Jonathan R. Lynch*
Bryan Martin*
Sunil Mishra*

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Directors(1)
William B. Harrison**
Jeffrey C. Walker*

- (1) Each of whom is a United States citizen
- * Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
- ** Principal occupation is executive officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE 13G

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SCHEDULE C

J.P. MORGAN CHASE BANK, NATIONAL ASSOCIATION

Executive Officers(1)

| | |
|---|--------------------------|
| Chairman of the Board and Chief Executive Officer | William B. Harrison Jr.* |
| President and Chief Operating Officer | James Dimon* |
| Chief Information Officer | Austin A. Adams* |
| Co-Chairman, Investment Bank | Steven D. Black* |
| Chief Executive Officer, Card Services | William I. Campbell* |
| Chief Financial Officer | Michael J. Cavanagh* |
| Chairman, West Coast Region | David A. Coulter* |
| Director of Human Resources, Head of Real Estate/Facilities, General Services, Security | John J. Farrell* |
| Co-General Counsel | Joan Guggenheimer* |
| Director of Corporate Marketing and Communications | Frederick W. Hill* |
| Head, Commercial Banking | Samuel Todd Maclin* |
| Head, Strategy and Business Development | Jay Mandelbaum* |
| Co-General Counsel | William H. McDavid* |
| Chief Executive Officer, Treasury & Securities Services | Heidi Miller* |
| Head, Retail Financial Services | Charles W. Scharf* |
| Executive Vice President, Card Services | Richard J. Srednicki* |
| Head, Asset & Wealth Management | James E. Staley* |
| Chief Risk Officer | Don M. Wilson III* |
| Co-Chairman, Investment Bank | William T. Winters* |

Directors*

| Name | Principal Occupation |
|--------------------------|---|
| William B. Harrison, Jr. | Chairman and Chief Executive Officer JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017 |
| James Dimon | President and Chief Operating Officer |

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JPMorgan Chase & Co.
270 Park Avenue
New York, NY 10017

(1) Each of whom is a United States citizen.
* Principal occupation is employee or officer of J.P. Morgan Chase & Co.
Business address is c/o J.P. Morgan Chase & Co., 270 Park Avenue, New York, New York 10017

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Issuer: Planetout

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| Name | Principal Occupation |
|----------------------|--|
| ----- | ----- |
| David A. Coulter | Chairman, West Coast Region JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017 |
| Michael J. Cavanaugh | Chief Financial Officer JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017 |
| Charles W. Scharf | Head of Retail Financial Services JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017 |
| Don M. Wilson III | Chief Risk Officer JPMorgan Chase & Co. 270 Park Avenue New York, NY 10017 |

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SCHEDULE D

JPMORGAN CHASE & CO.

Executive Officers(1)

| | |
|---|--------------------------|
| Chairman of the Board and Chief Executive Officer | William B. Harrison Jr.* |
| President and Chief Operating Officer | James Dimon* |
| Chief Information Officer | Austin A. Adams* |
| Co-Chairman, Investment Bank | Steven D. Black* |
| Chief Executive Officer, Card Services | William I. Campbell* |

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| | |
|---|-----------------------|
| Chief Financial Officer | Michael J. Cavanagh* |
| Chairman, West Coast Region | David A. Coulter* |
| Director of Human Resources, Head of Real Estate/Facilities, General Services, Security | John J. Farrell* |
| Co-General Counsel | Joan Guggenheimer* |
| Director of Corporate Marketing and Communications | Frederick W. Hill* |
| Head, Commercial Banking | Samuel Todd Maclin* |
| Head, Strategy and Business Development | Jay Mandelbaum* |
| Co-General Counsel | William H. McDavid* |
| Chief Executive Officer, Treasury & Securities Services | Heidi Miller* |
| Head, Retail Financial Services | Charles W. Scharf* |
| Executive Vice President, Card Services | Richard J. Srednicki* |
| Head, Asset & Wealth Management | James E. Staley* |
| Chief Risk Officer | Don M. Wilson III* |
| Co-Chairman, Investment Bank | William T. Winters* |

(1) Each of whom is a United States citizen.
* Principal occupation is employee or officer of JPMorgan Chase & Co.
Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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Directors(1)

| Name | Principal Occupation or Employment; Business or Residence Address |
|---------------------|--|
| Hans W. Becherer | Retired Chairman of the Board and Chief Executive Officer Deere & Company c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| John H. Biggs | Former Chairman and CEO TIAA - CREF c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Lawrence A. Bossidy | Retired Chairman of the Board Honeywell International Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |
| Stephen B. Burke | President Comcast Cable Communications, Inc. c/o JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017 |

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John W. Kessler Company
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Robert I. Lipp

Chairman
The St. Paul Travelers Companies, Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

Richard A. Monoogian

Chairman and Chief Executive Officer
Masco Corporation
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

David C. Novak

Chairman and Chief Executive Officer
Yum! Brands, Inc.
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017

John R. Stafford

Retired Chairman of the Board
Wyeth
c/o JPMorgan Chase & Co.
270 Park Avenue
New York, New York 10017
