

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

DIGITAL IMPACT INC /DE/  
Form SC 13G/A  
February 05, 2004

-----  
OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....11  
-----

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

-----  
SCHEDULE 13G  
(Amendment No. 1)\*

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)

Digital Impact, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

25385G106

-----  
(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:

- 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).

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

Page 1 of 18 pages

CUSIP No. 25385G106

Page 2 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Institutional Venture Partners VIII, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

2,360,032

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

0

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

2,360,032

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,360,032

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.2%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 3 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

IVM Investment Fund VIII, LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	5	SOLE VOTING POWER	
			33,198
NUMBER OF	6	SHARED VOTING POWER	
SHARES			
BENEFICIALLY			0
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			
PERSON			33,198
WITH	8	SHARED DISPOSITIVE POWER	
			0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,198

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON\*

OO

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 4 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

IVP Founders Fund I, L.P.

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

3 SEC USE ONLY

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

35,172

NUMBER OF  
SHARES  
BENEFICIALLY

6 SHARED VOTING POWER

0

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

35,172

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,172

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 5 of 18 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Samuel D. Colella

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

		9,233
	-----	
NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON		2,428,402
	-----	
	7	SOLE DISPOSITIVE POWER
		9,233
	-----	
	8	SHARED DISPOSITIVE POWER
		2,428,402

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,437,635

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.4%

12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 6 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Reid W. Dennis

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

	5	SOLE VOTING POWER
		3,624
	-----	
NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH		2,428,402
	-----	
	7	SOLE DISPOSITIVE POWER

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

REPORTING PERSON WITH 3,624  
8 SHARED DISPOSITIVE POWER  
2,428,402

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,432,026

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.4%

12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106 Page 7 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
R. Thomas Dyal

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

5 SOLE VOTING POWER  
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER  
2,393,230

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
2,393,230

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

2,393,230

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.3%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 8 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Timothy M. Haley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Unites States

5 SOLE VOTING POWER

1,335

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

2,393,230

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

1,335

8 SHARED DISPOSITIVE POWER

2,393,230

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,394,565

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

7.3%

12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 9 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ruthann Quindlen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) |  |  
(b) |  |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

22,383

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

2,428,402

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

22,383

8 SHARED DISPOSITIVE POWER

2,428,402

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,450,785

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

|  |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.4%

12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTION BEFORE FILLING OUT!



Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

CUSIP No. 25385G106

Page 10 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rebecca B. Robertson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

1,801

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

2,393,230

7 SOLE DISPOSITIVE POWER

1,801

8 SHARED DISPOSITIVE POWER

2,393,230

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,395,031

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.3%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 11 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

L. James Strand

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
		6,315	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
		2,428,402	
	7	SOLE DISPOSITIVE POWER	
		6,315	
	8	SHARED DISPOSITIVE POWER	
		2,428,402	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,434,717

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.4%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 12 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William P. Tai

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

3 SEC USE ONLY

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

5,146

NUMBER OF SHARES

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY

2,393,230

EACH

7 SOLE DISPOSITIVE POWER

REPORTING PERSON

5,146

WITH

8 SHARED DISPOSITIVE POWER

2,393,230

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,398,376

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.3%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 13 of 18 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

T. Peter Thomas

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

4,907

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		2,428,402
	7	SOLE DISPOSITIVE POWER
		4,907
	8	SHARED DISPOSITIVE POWER
		2,428,402

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,433,309

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.4%

12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 14 of 18 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Geoffrey Y. Yang

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

	5	SOLE VOTING POWER
		6,519
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		2,428,402
	7	SOLE DISPOSITIVE POWER
		6,519

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

WITH -----  
8 SHARED DISPOSITIVE POWER  
2,428,402

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,434,921

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
7.4%

-----  
12 TYPE OF REPORTING PERSON\*  
IN

-----  
\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 25385G106

Page 15 of 18 Pages

-----  
Item 1.

- (a) Name of Issuer: Digital Impact, Inc.
- (b) Address of Issuer's Principal Executive Offices:  
177 Bovet Road, Suite 300, San Mateo, CA 94402

Item 2.

- (a) Name of Persons Filing:  
Institutional Venture Partners VIII, L.P. ("IVP")  
IVM Investment Fund VIII, LLC ("IF")  
IVP Founders Fund I, L.P. ("FFI")  
Samuel D. Colella ("SDC")  
Reid W. Dennis ("RWD")  
R. Thomas Dyal ("RTD")  
Timothy M. Haley ("TMH")  
Ruthann Quindlen ("RAQ")  
Rebecca B. Robertson ("RBR")  
L. James Strand ("LJS")  
William P. Tai ("WPT")  
T. Peter Thomas ("TPT")  
Geoffrey Y. Yang ("GY")

Institutional Venture Management VIII, LLC ("IVM") is the General Partner of IVP and the Manager of IF. SDC, RWD, RTD, TMH, RAQ, RBR, LJS, WPT, TPT, & GY are Managing Directors of IVM. SDC, RWD, RAQ, LJS, TPT and GY are General Partners of the General Partner of FFI.

- (b) Address of Principal Business Office or, if None, Residence:  
3000 Sand Hill Road  
Building 2, Suite 290

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

Menlo Park, CA 94025

(c) Citizenship:

IVP, IF, and FFI: California  
SDC, RWD, RTD, TMH, RAQ, RBR, LJS, WPT, TPT, & GYY: United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 25385G106

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable

Item 4. Ownership

See Rows 5 through 11 of cover pages

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following . On January 6, 2004, IVP and IF distributed the balance of their shares to their beneficial owners and thereafter all reporting persons own less than five percent of the company's stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in IVP and IVM's Limited Partnership Agreements, the General Partners and Limited Partners of each of such funds have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer owned by each such fund.

CUSIP No. 25385G106

Page 16 of 18 Pages

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

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

EXHIBITS

A: Joint Filing Statement

CUSIP No. 25385G106

Page 17 of 18 Pages

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 4, 2004

Institutional Venture Partners VIII, L.P.

By its General Partner, Institutional Venture Management VIII, LLC

IVM INVESTMENT FUND viii, llc

By its Manager, Institutional Venture Management VIII, LLC

IVP Founders fund i, L.P.

By its General Partner, Institutional Venture Management VI, L.P.

-----  
Ruthann Quindlen, Managing Director & General Partner

-----  
Ruthann Quindlen

Samuel D. Colella

Reid W. Dennis

R. Thomas Dyal

Timothy M. Haley

Rebecca B. Robertson

L. James Strand

William P. Tai

T. Peter Thomas

Geoffrey Y. Yang

-----  
Nancy E. McCroskey, Authorized Signer

CUSIP No. 25385G106

Page 18 of 18 Pages

EXHIBIT A

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(f)(1), we, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 4, 2004

Institutional Venture Partners VIII, L.P.

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

By its General Partner, Institutional Venture Management VIII, LLC

IVM INVESTMENT FUND viii, llc

By its Manager, Institutional Venture Management VIII, LLC

IVP Founders fund i, L.P.

By its General Partner, Institutional Venture Management VI, L.P.

-----  
Ruthann Quindlen, Managing Director & General Partner

-----  
Ruthann Quindlen

Samuel D. Colella  
Reid W. Dennis  
R. Thomas Dyal  
Timothy M. Haley  
Rebecca B. Robertson  
L. James Strand  
William P. Tai  
T. Peter Thomas  
Geoffrey Y. Yang

-----  
Nancy E. McCroskey, Authorized Signer