FIREPOND INC Form SC 13G/A February 06, 2002

# 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. 2)\*

FirePond, Inc.	
(Name of Issuer)	
Common Stock	
(Title of Class of Securities)	
318224 10 2	
(CUSIP Number)	
December 31, 2001	
(Date of Event Which Requires Filing of this Sta	 tement)
Check the appropriate box to designate the rule pursuant to wis filed:	hich this Schedule
[ ] Rule 13d-1(b)	
[X] Rule 13d-1(c)	
[ ] Rule 13d-1(d)	
*The remainder of this cover page shall be filled out for a rinitial filing on this form with respect to the subject class for any subsequent amendment containing information which wou disclosures provided in a prior cover page.	of securities, and
The information required on the remainder of this cover page to be filed for the purpose of Section 18 of the Securities E. (Act) or otherwise subject to the liabilities of that section shall be subject to all other provisions of the Act (however,	xchange Act of 1934 of the Act but
(Continued on following pages)	
CUSIP NO. 318224 10 2 13G	Page 2 of 17 Pages

	see item z ioi ide		TCV III, L.P. on of its General Partner	
(2)			F A MEMBER OF A GROUP*	(a) [ ] (b) [X]
(3)	SEC USE ONLY			
(4)	CITIZENSHIP OR PLA Delaware		ANIZATION	
		(5)	121,067(A)	
	NUMBER OF SHARES	• •	SHARED VOTING POWER 0(A)	
	BENEFICIALLY OWNED BY EACH		SOLE DISPOSITIVE POWER 121,067(A)	
	REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWE 0 (A)	
(9)	AGGREGATE AMOUNT B	ENEFICIAL	LY OWNED BY EACH REPORTING	121,067(A)
(10)	CHECK BOX IF THE A SHARES*	GGREGATE A	AMOUNT IN ROW (9) EXCLUDES	CERTAIN [X]
(11)	PERCENT OF CLASS R	EPRESENTEI	D BY AMOUNT IN ROW 9	less than 1%
(12)	TYPE OF REPORTING	 PERSON*		
	PN			
(A)	PN 	Includes 1	warrants which can be imme of Common Stock.	diately exercised
 CUSIP	PN  Please see item 4.	Includes 1		diately exercised
 CUSIP 	PN  Please see item 4. for a total of 1,03  NO. 318224 10 2  NAME OF REPORTING	Includes von the state of the s	of Common Stock.	
CUSIP(1)	PN  Please see item 4. for a total of 1,03  NO. 318224 10 2  NAME OF REPORTING See Item 2 for ide	Includes von	13G TCV III (Q), L.P.	
CUSIP(1) (2)	PN  Please see item 4. for a total of 1,03  NO. 318224 10 2  NAME OF REPORTING See Item 2 for ide	Includes von	13G  TCV III (Q), L.P. on of its General Partner	Page 3 of 17 Pages

		(5)	SOLE VOTING POWER 3,217,797(A)			
	NUMBER OF SHARES	(6)	SHARED VOTING POWER 0(A)			
	BENEFICIALLY OWNED BY EACH	(7)	SOLE DISPOSITIVE POWER 3,217,797(A)			
	REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 0 (A)	₹		
(9)	AGGREGATE AMOUNT BE	NEFICIAL	LY OWNED BY EACH REPORTING		,217 <b>,</b> 79	7(A)
(10)	CHECK BOX IF THE AG	GREGATE A	AMOUNT IN ROW (9) EXCLUDES	CERTAIN	[X]	
(11)	PERCENT OF CLASS RE	PRESENTE	D BY AMOUNT IN ROW 9		8.29%	
(12)	TYPE OF REPORTING P	ERSON*				
 CUSIP	 NO. 318224 10 2		13G		 of 17 Pa	 ages
	NO. 318224 10 2	ERSON	13G  TCV III STRATEGIC PARTNI			 ages 
(1)	NO. 318224 10 2  NAME OF REPORTING P See Item 2 for iden	tification	TCV III STRATEGIC PARTNI on of its General Partner			 ages 
(1)	NO. 318224 10 2  NAME OF REPORTING P See Item 2 for iden	tification	TCV III STRATEGIC PARTNI			ages
(1)	NO. 318224 10 2  NAME OF REPORTING P See Item 2 for iden	tification	TCV III STRATEGIC PARTNI on of its General Partner			
(1)	NO. 318224 10 2  NAME OF REPORTING P See Item 2 for iden  CHECK THE APPROPRIA	tification	TCV III STRATEGIC PARTNI on of its General Partner 			
(1) (2) (3)	NO. 318224 10 2  NAME OF REPORTING P See Item 2 for iden CHECK THE APPROPRIA  SEC USE ONLY  CITIZENSHIP OR PLACE	tification	TCV III STRATEGIC PARTNI on of its General Partner 			
(1) (2) (3)	NO. 318224 10 2  NAME OF REPORTING P See Item 2 for iden CHECK THE APPROPRIA  SEC USE ONLY  CITIZENSHIP OR PLAC Delaware  NUMBER OF SHARES	tification TE BOX II	TCV III STRATEGIC PARTNI on of its General Partner  F A MEMBER OF A GROUP*  ANIZATION  SOLE VOTING POWER			
(1) (2) (3)	NO. 318224 10 2  NAME OF REPORTING P See Item 2 for iden CHECK THE APPROPRIA  SEC USE ONLY  CITIZENSHIP OR PLAC Delaware  NUMBER OF	tification of the second secon	TCV III STRATEGIC PARTNI on of its General Partner  F A MEMBER OF A GROUP*  ANIZATION  SOLE VOTING POWER 144,885 (A)  SHARED VOTING POWER			

(9)	AGGREGATE AMOUNT BEN	EFICIALI	LY OWNED BY EACH REPORTING	PERSON	144,885(A)
(10)	CHECK BOX IF THE AGG	REGATE A	AMOUNT IN ROW (9) EXCLUDES	CERTAIN	[X]
(11)	PERCENT OF CLASS REP		D BY AMOUNT IN ROW 9		s than 1%
(12)	TYPE OF REPORTING PE				
(A)	Please see item 4. In for a total of 1,245		warrants which can be immed of Common Stock.	diately	exercised
CUSIP	NO. 318224 10 2		13G	 Page 5	 of 17 Pages 
(1)	NAME OF REPORTING PE See Item 2 for ident		TCV III (GP) on of its Managing General	Partner	
(2)	CHECK THE APPROPRIAT	E BOX II	F A MEMBER OF A GROUP*		(a) [ ] (b) [X]
(3)	SEC USE ONLY				
(4)	CITIZENSHIP OR PLACE Delaware	OF ORGA	ANIZATION		
		(5)	SOLE VOTING POWER 25,489(A)		
	NUMBER OF SHARES BENEFICIALLY	(6)	SHARED VOTING POWER 0 (A)		
	OWNED BY EACH REPORTING		SOLE DISPOSITIVE POWER 25,489(A)		
	PERSON WITH	, ,	SHARED DISPOSITIVE POWE 0(A)		
			LY OWNED BY EACH REPORTING		25,489(A)
(10)	CHECK BOX IF THE AGG SHARES*	REGATE A	AMOUNT IN ROW (9) EXCLUDES	CERTAIN	[X]
	PERCENT OF CLASS REP	RESENTEI		le	ss than 1%
(12)	TYPE OF REPORTING PE				

(A) Please see item 4. Includes warrants which can be immediately exercised for a total of 218 shares of Common Stock.

CUSIP	NO. 318224 10 2		13G	Page 6 of 17 Pages
(1)			TECHNOLOGY CROSSOVER MANA	·
(2)	CHECK THE APPROPRIA	TE BOX II	F A MEMBER OF A GROUP*	(a) [ (b) [X
(3)	SEC USE ONLY			
(4)	CITIZENSHIP OR PLAC Delaware	E OF ORG	ANIZATION	
		(5)	SOLE VOTING POWER 3,509,238 (A)	
	NUMBER OF SHARES	(6)	SHARED VOTING POWER 0(A)	
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(7)	SOLE DISPOSITIVE POWER 3,509,238 (A)	₹
		(8)	SHARED DISPOSITIVE POW	ver
(9)	AGGREGATE AMOUNT BE		LY OWNED BY EACH REPORTIN	NG PERSON 3,509,238(A)
(10)	CHECK BOX IF THE AG	GREGATE A	AMOUNT IN ROW (9) EXCLUDE	ES CERTAIN
(11)	PERCENT OF CLASS RE	PRESENTE	D BY AMOUNT IN ROW 9	9.049
(12)	TYPE OF REPORTING F	ERSON*		
(A)	Please see item 4. I for a total of 30,00		warrants which can be imm of Common Stock.	nediately exercise
	NO. 318224 10 2		13G	Page 7 of 17 Pages
(1)	NAME OF REPORTING F		TCV FRANCHISE FUND, L.	

(2)	CHECK THE APPROPRIA	TE BOX IF	A MEMBER OF A GROUP*			[ ] [X]
. ,	SEC USE ONLY					
	CITIZENSHIP OR PLAC Delaware					
			SOLE VOTING POWER 3,200(A)			
	NUMBER OF SHARES	(6)	SHARED VOTING POWER 0(A)			
	EACH	(7)	SOLE DISPOSITIVE POWER 3,200(A)			
	REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 0 (A)	R		
(9)	AGGREGATE AMOUNT BE		OWNED BY EACH REPORTING		3,20	) (A)
	SHARES*	GREGATE AM	OUNT IN ROW (9) EXCLUDES	CERTAIN	[X]	
	PERCENT OF CLASS RE		BY AMOUNT IN ROW 9		than 1	 %
(12)	TYPE OF REPORTING P	ERSON*				
	ease see item 4.  No. 318224 10 2		13G	 Page 8 c	 f 17 Ps	
			130			
(1)			TCVF MANAGEMENT, L.L.C. of its Managing Members			
(2)	CHECK THE APPROPRIA	TE BOX IF	A MEMBER OF A GROUP*			[ ] [X]
(2)		TE BOX IF				

	NUMBER OF SHARES	(6)	SHARED VOTING POWER 0(A)		
	BENEFICIALLY OWNED BY EACH	(7)	SOLE DISPOSITIVE POWER 3,200(A)		
	REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 0 (A)	₹	
(9)	AGGREGATE AMOUNT BE	NEFICIALLY	OWNED BY EACH REPORTING		3,200(A)
(10)	CHECK BOX IF THE AG	GREGATE AM	OUNT IN ROW (9) EXCLUDES	CERTAIN	[ ]
	PERCENT OF CLASS RE		BY AMOUNT IN ROW 9	less	than 1%
	TYPE OF REPORTING P				
	ease see item 4.		13G	Page 9 of	
(1)	NAME OF REPORTING P	ERSON	JAY C. HOAG		
(2)	CHECK THE APPROPRIA				(a) [ ] (b) [X]
(3)	SEC USE ONLY				
(4)	CITIZENSHIP OR PLAC		IZATION		
		(5)	SOLE VOTING POWER 0(A)		
	NUMBER OF SHARES	(6)	SHARED VOTING POWER 3,512,438(A)		
	BENEFICIALLY OWNED BY EACH	(7)	SOLE DISPOSITIVE POWER 3,512,438(A)		
	REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 0 (A)		
(9)	AGGREGATE AMOUNT BE	NEFICIALLY	OWNED BY EACH REPORTING		12,438(A)
(10)	CHECK BOX IF THE AG	GREGATE AM	OUNT IN ROW (9) EXCLUDES	CERTAIN	

	SHARES*			]	]	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				9.05%	
(12)	TYPE OF REPORTING E	PERSON*				
(A)	Please see item 4. I		warrants which can be imr of Common Stock.	ediately exer	cised	
CUSIP	NO. 318224 10 2		13G	Page 10 of 1		
(1)	NAME OF REPORTING E	PERSON	RICHARD H. KIMBALL			
(2)			F A MEMBER OF A GROUP*		(a) [ ] (b) [X]	
(3)	SEC USE ONLY					
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen					
		(5)	SOLE VOTING POWER 0 (A)			
	NUMBER OF SHARES	(6)	SHARED VOTING POWER 3,512,438(A)			
	BENEFICIALLY OWNED BY EACH	(7)	SOLE DISPOSITIVE POWER 3,512,438(A)			
	REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POW	JER		
			LY OWNED BY EACH REPORTIN	3,512	,438(A)	
			AMOUNT IN ROW (9) EXCLUDE	S CERTAIN	[ ]	
(11)	PERCENT OF CLASS RE		D BY AMOUNT IN ROW 9		9.05%	
	TYPE OF REPORTING F	PERSON*				

(A) Please see item 4. Includes warrants which can be immediately exercised for a total of 30,000 shares of Common Stock.

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#### ITEM 1.

- (a) NAME OF ISSUER: FirePond, Inc. (the Company)
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: Waltham Woods Corporate Center 890 Winter Street Suite 300 Waltham, MA 02451

#### ITEM 2.

Set forth below is the following information with respect to each of the persons filing this Schedule 13G (together, the Filing Persons): (a) name; (b) address of principal offices (if entity) or residence or business address (if individual); (c) citizenship (if individual) or jurisdiction of organization (if entity); (d) title of class of securities and (e) CUSIP number.

I.

- (a) TCV III, L.P., a Delaware limited partnership ("TCV III, L.P."). The General Partner of TCV III, L.P. is Technology Crossover Management III, L.L.C., a Delaware limited liability company ("TCM III"). The sole Managing Members of TCM III are Jay C. Hoag ("Hoag") and Richard H. Kimball ("Kimball").
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) Delaware
- (d) Common Stock
- (e) 318224 10 2

II.

- (a) TCV III (Q), L.P., a Delaware limited partnership ("TCV III (Q)"). The General Partner of TCV III (Q) is TCM III.
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) Delaware
- (d) Common Stock
- (e) 318224 10 2

III.

- (a) TCV III Strategic Partners, L.P., a Delaware limited partnership ("TCV III SP"). The General Partner of TCV III Strategic Partners is TCM III.
- (b) 528 Ramona Street, Palo Alto, CA 94301
- (c) Delaware
- (d) Common Stock
- (e) 318224 10 2

IV.

(a) TCV III (GP), a Delaware general partnership ("TCV III (GP)"). The Managing General Partner of TCV III (GP) is TCM III.

528 Ramona Street, Palo Alto, CA 94301

(b)

(C)

ITEM 4.

Delaware

(d) Common Stock 318224 10 2 (e) \_\_\_\_\_ CUSIP NO. 318224 10 2 13G Page 12 of 17 Pages V. Technology Crossover Management III, L.L.C., a Delaware (a) limited liability company. 528 Ramona Street, Palo Alto, CA 94301 (b) (C) Delaware (d) Common Stock (e) 318224 10 2 VI. (a) TCV Franchise Fund, L.P., a Delaware limited partnership ("TCV FF"). The General Partner of TCV FF is TCVF Management, L.L.C., a Delaware limited liability company ("TCVF"). The sole Managing Members of TCVF are Hoag and Kimball. (b) 528 Ramona Street, Palo Alto, CA 94301 (C) Delaware (d) Common Stock 318224 10 2 (e) VII. TCVF Management, L.L.C., a Delaware limited liability (a) company. 528 Ramona Street, Palo Alto, CA 94301 (b) (C) Delaware Common Stock (d) (e) 318224 10 2 VIII. (a) Jay C. Hoag (b) 528 Ramona Street, Palo Alto, CA 94301 U.S. Citizen (C) (d) Common Stock 318224 10 2 (e) IX. (a) Richard H. Kimball (b) 528 Ramona Street, Palo Alto, CA 94301 (C) U.S. Citizen (d) Common Stock (e) 318224 10 2 ITEM 3. Not Applicable

(a), (b) and (c) This Schedule 13G shall not be construed as an admission that any Filing Person is, either for purposes of Section 13(d) or 13(g) of the Act or for other purposes, the beneficial owner of any Common Stock disclosed in this Schedule 13G. The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13G that, pursuant to Rule 13d-3, may be deemed to be beneficially owned by each Filing Person are as follows:

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Filing Person	Common Stock Beneficially Owned	% of Class(1)	Voting Power	Dispositive Power
TCV III, L.P.(2)	121,067	less than 1%	sole	sole
TCV III (Q) (2)	3,217,797	8.29%	sole	sole
TCV III SP(2)	144,885	less than 1%	sole	sole
TCV III (GP)(2)	25,489	less than 1%	sole	sole
TCM III	3,509,238	9.04%	sole	sole
TCV FF(3)	3,200	less than 1%	sole	sole
TCVF(3)	3,200	less than 1%	sole	sole
Hoag(4)	3,512,438	9.05%	shared	sole
Kimball(4)	3,512,438	9.05%	shared	sole

- (1) All percentages in this table are based on the 38,806,902 shares of Common Stock of the Company outstanding, as reported in the Company's Form 10-Q filed with the Securities and Exchange Commission on September 14, 2001.
- (2) Each noted entity (together, the "TCV III Funds") is the holder of record of the securities set forth opposite the name of such entity and has sole voting and investment power with respect to such securities. TCM III, as sole General Partner of TCV III, L.P., TCV III (Q) and TCV III SP and the Managing General Partner of TCV III (GP), may also be deemed to have sole voting and investment power with respect to such securities. TCM III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
- (3) TCV FF is the holder of record of the securities set forth opposite its name and has sole voting and investment power with respect to such securities. TCVF, as sole General Partner of TCV FF, may also be deemed to have sole voting and investment power with respect to such securities. TCVF disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.
  - (4) Under the operating agreement of TCM III and TCVF, Hoag and Kimball have the independent power to cause the funds managed by such entity to buy and sell securities of publicly traded portfolio companies, however, in general, they must act by unanimous consent with respect to all other matters, including directing the voting of such securities. As a result, Hoag and

Kimball may also be deemed to have sole dispositive power and shared voting power with respect to the securities held by the TCV III Funds and TCV FF. Hoag and Kimball disclaim beneficial ownership of such securities except to the extent of their respective pecuniary interests therein.

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Except as set forth in this Item 4(a) - (c), each of the Filing Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Filing Person.

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

This Schedule 13G is being filed jointly pursuant to Rule 13d-1(k). As a result of the relationships among the Filing Persons described herein, some or all of the Filing Persons may be deemed to comprise a group within the meaning of Section 13 and the Rules promulgated thereunder. However, the Filing Persons deny such group status.

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.

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MATERIAL TO BE FILED AS EXHIBITS

Exhibit A - Statement Appointing Designated Filer and Authorized Signatories dated November 5, 2001.

The following exhibit was filed as Exhibit C to the Schedule 13G relating to the Common Stock of Firepond, Inc. Corporation filed by the undersigned with the Securities and Exchange Commission on February 12, 2000 and is hereby incorporated herein by reference:

Exhibit B - Joint Filing Agreement dated December 15, 2000.

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#### 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.

Dated: February 6, 2002

TCV III, L.P., a Delaware Limited Partnership

By: /s/ Carla S. Newell

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Carla S. Newell Authorized Signatory

TCV III (Q), L.P., a Delaware Limited Partnership

By: /s/ Carla S. Newell

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Carla S. Newell Authorized Signatory

TCV III STRATEGIC PARTNERS, L.P., a Delaware Limited Partnership

By: /s/ Carla S. Newell

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Carla S. Newell Authorized Signatory

TCV III (GP), a Delaware General Partnership

By: /s/ Carla S. Newell

0 1 0 N 11

Carla S. Newell Authorized Signatory

TECHNOLOGY CROSSOVER
MANAGEMENT III, L.L.C.,
a Delaware Limited Liability Company

By: /s/ Carla S. Newell \_\_\_\_\_ Carla S. Newell Authorized Signatory CUSIP NO. 318224 10 2 13G Page 17 of 17 Pages TCV FRANCHISE FUND, L.P., a Delaware Limited Partnership By: /s/ Carla S. Newell Carla S. Newell Authorized Signatory TCVF MANAGEMENT, L.L.C. a Delaware Limited Liability Company By: /s/ Carla S. Newell \_\_\_\_\_ Carla S. Newell Authorized Signatory JAY C. HOAG By: /s/ Carla S. Newell \_\_\_\_\_ Carla S. Newell Authorized Signatory RICHARD H. KIMBALL By: /s/ Carla S. Newell Carla S. Newell

Authorized Signatory