

Edgar Filing: CALLWAVE INC - Form SC 13G

CALLWAVE INC  
Form SC 13G  
February 14, 2005

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

Callwave, Inc.

-----  
(Name of Issuer)

Common Stock, \$.0001 par value

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

13126N 10 1

-----  
(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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Page 1 of 14 pages

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, 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

5. Sole Voting  
Power 2,395,490

Number of Shares  
Beneficially  
Owned by Each  
Reporting Person  
With:

6. Shared Voting  
Power

7. Sole Dispositive  
Power 2,395,490

8. Shared Dispositive  
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) 12.4%

12. Type of Reporting Person (See Instructions)

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Page 2 of 14 pages

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

.....

5. Sole Voting	
Power	320,256

.....

Number of Shares  
Beneficially  
Owned by Each  
Reporting Person  
With:

6. Shared Voting	
Power	

.....

7. Sole Dispositive	
Power	320,256

.....

8. Shared Dispositive	
Power	

.....

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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) 1.7%

12. Type of Reporting Person (See Instructions)

PN

Page 3 of 14 pages

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 (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

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	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)	1.5%	.....
-----			
12.	Type of Reporting Person (See Instructions)		
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SCHEDULE 13G

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

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

Insight Venture Partners (Cayman) IV, L.P.  
90-0183706

.....

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

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(a) .....

(b) .....

3. SEC Use Only .....

4. Citizenship or Place of Organization Cayman Islands .....

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 .....

8. Shared Dispositive 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) .0001% .....

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 Associates IV, LLC  
37-1417641

- 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)      15.7%

- 12. Type of Reporting Person (See Instructions)

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Page 6 of 14 pages

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  
.....

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



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Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 15.7%

12. Type of Reporting Person (See Instructions)

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Page 7 of 14 pages

SCHEDULE 13G

ISSUER: Callwave, Inc.

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:

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c/o Insight Capital Partners  
680 Fifth Avenue, 9th Floor  
New York, NY 10019

(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:		320,256
IVP Fund B	:	295,217
IVP Cayman	:	19,033
Associates	:	3,029,996
Holdings	:	3,209,996

Page 8 of 14 pages

SCHEDULE 13G

ISSUER: Callwave, Inc.

CUSIP NO.: 13126N 10 1

(B) PERCENT OF CLASS:

IVP	:	12.4%
IVP Co-Investors:		1.7%
IVP Fund B	:	1.5%
IVP Cayman	:	.0001%
Associates	:	15.7%
Holdings	:	15.7%

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

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

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320,256, IVP Fund B: 295,217, IVP Cayman: 19,033,  
Associates: 0, 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

Page 9 of 14 pages

SCHEDULE 13G

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 14, 2005

INSIGHT VENTURE PARTNERS IV, L.P.

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

By: /s/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

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

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

By: /s/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

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

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

By: /s/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

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

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

By: /s/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

Page 10 of 14 pages

SCHEDULE 13G

ISSUER: Callwave, Inc.

CUSIP NO.: 13126N 10 1

INSIGHT VENTURE ASSOCIATES, LLC

By: /s/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Deven Parekh

Edgar Filing: CALLWAVE INC - Form SC 13G

Name: Deven Parekh  
Title: Managing Director

Page 11 of 14 pages

SCHEDULE 13G

ISSUER: Callwave, Inc.

CUSIP NO.: 13126N 10 1

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-Investor"), 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, 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, Co-Investor, 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 engage 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. The managing directors of Holdings are [Deven Parekh, Scott Maxwell, Jeffrey Horing, Peter Sobiloff and Jerry Murdock].

Page 12 of 14 pages

SCHEDULE 13G

ISSUER: Callwave, Inc.

CUSIP NO.: 13126N 10 1

EXHIBIT 2(B)

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on

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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 14th day of February, 2005.

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/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

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/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

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/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

Page 13 of 14 pages

Edgar Filing: CALLWAVE INC - Form SC 13G

SCHEDULE 13G

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/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

INSIGHT VENTURE ASSOCIATES, LLC

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

By: /s/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director

INSIGHT HOLDINGS GROUP, LLC

By: /s/ Deven Parekh

-----  
Name: Deven Parekh  
Title: Managing Director