

OMNICELL INC /CA/
Form SC 13G/A
February 13, 2006

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
OMB Number:
3235-0145

Expires:
December 31, 2005
Estimated average burden
hours per response. . 11

**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

Omnice, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

68213N 10 9

(CUSIP Number)

December 31, 2005

(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).

CUSIP No. 68213N 10 9

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Ventures, A California Limited Partnership 77-0287059
 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
California, USA
- | | | | |
|---|----|-----------------------------------|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
624,821 | |
| | 6. | Shared Voting Power | |
| | 7. | Sole Dispositive Power
624,821 | |
| | 8. | Shared Dispositive Power | |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
624,821
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
2.4%
 12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Entrepreneurs Fund (AI), L.P. 94-3338942

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

(a) o
(b) y

3. SEC Use Only

4. Citizenship or Place of Organization
California, USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
16,326

6. Shared Voting Power

7. Sole Dispositive Power
16,326

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person
16,326

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
0.1%

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941

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

(a) o
(b) y

3. SEC Use Only

4. Citizenship or Place of Organization
California, USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power
41,344

6. Shared Voting Power

7. Sole Dispositive Power
41,344

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person
41,344

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o

11. Percent of Class Represented by Amount in Row (9)
0.2%

12. Type of Reporting Person (See Instructions)
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
David L. Anderson
 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
USA
- | | | |
|---|----|---------------------------------------|
| | 5. | Sole Voting Power
454,236* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
682,491** |
| | 7. | Sole Dispositive Power
454,236* |
| | 8. | Shared Dispositive Power
682,491** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,136,727
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
4.3%
 12. Type of Reporting Person (See Instructions)
IN

* Includes 267,015 shares held in The Anderson Living Trust of which the reporting person is the trustee, 75,241 shares held by Anvest, L.P. of which the reporting person is the General Partner and 111,980 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts and the partnership's shares except as to the reporting person's pecuniary interest in the trusts and the partnership.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
G. Leonard Baker, Jr.
 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
USA
- | | | | |
|---|----|--|---------------------------------------|
| | 5. | | Sole Voting Power
533,452* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
682,491** |
| | 7. | | Sole Dispositive Power
533,452* |
| | 8. | | Shared Dispositive Power
682,491** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,215,943
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
4.6%
 12. Type of Reporting Person (See Instructions)
IN

* Includes 150,710 shares held in The Baker Revocable Trust of which the reporting person is a trustee and 125,080 shares held by Saunders Holdings, L.P. of which the reporting person is a General Partner. The reporting person disclaims beneficial ownership of the trust's and the partnership's shares except as to the reporting person's pecuniary interest in the trust and the partnership.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
William H. Younger, Jr.
 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
USA
- | | | | |
|---|----|--|---------------------------------------|
| | 5. | | Sole Voting Power
620,297* |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | | Shared Voting Power
682,491** |
| | 7. | | Sole Dispositive Power
620,297* |
| | 8. | | Shared Dispositive Power
682,491** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,302,788
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
4.9%
 12. Type of Reporting Person (See Instructions)
IN

* Includes 229,497 shares held in The Younger Living Trust of which the reporting person is a trustee, 203,411 shares held by a retirement trust for the benefit of the reporting person, 9,375 shares from an exercise of director's option and 66,563 shares of director's options vested as of 3/1/2006. The reporting person disclaims beneficial ownership of the trusts and the director's option shares except as to the reporting person's pecuniary interest in the trusts and the director's options..

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Tench Coxe
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) y
3. SEC Use Only
4. Citizenship or Place of Organization
USA
- | | | |
|---|----|---------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
236,781* |
| | 6. | Shared Voting Power
682,491** |
| | 7. | Sole Dispositive Power
236,781* |
| | 8. | Shared Dispositive Power
682,491** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
919,272
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
3.5%
12. Type of Reporting Person (See Instructions)
IN

* Includes 150,882 shares held in The Coxe Revocable Trust of which the reporting person is a trustee, 34,463 shares held by The Tamerlane Charitable Remainder Unitrust of which the reporting person is the trustee and 15,494 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.

** Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

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

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.

Sole Voting Power
17,942*

6.