BURST COM Form SC 13G/A February 14, 2001

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. _1__) *

Burst.com, Inc. (formerly known as Instant Video Technologies, Inc.)

(Name of Issuer)

Common Stock, \$.00001 Par Value

(Title of Class of Securities)

45774V407

(CUSIP Number)

December 31. 2000

(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) -x--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. 45774V407

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(1) NAME OF REPORTING PERSONS

	I.R.S. IDE	ENTIFICATION NOS.	OF ABOVE PER	SONS (ENTITI	ES ONLY)		
		ituations Fund II ers Limited Partn					
(a)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) a) b) X						
(3)	SEC USE O	NLY					
(4)	CITIZENSH	IP OR PLACE OF OR	GANIZATION				
	Delaware						
	BER OF HARES	(5) SOLE VOTING	POWER See M		ouse		
BENEI		(6) SHARED VOTIN	G POWER	None			
Εž	ACH	(7) SOLE DISPOSI	TIVE POWER S	ee Marxe/Gre	enhouse		
	ORTING ON WITH:	(8) SHARED DISPO	SITIVE POWER	None			
(9)	AGGREGATE	AMOUNT BENEFICAL	LY OWNED BY E	ACH REPORTIN	IG PERSON		
	375,000 (all warrants)						
(10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)						
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9						
	1.8						
(12)	TYPE OF REPORTING PERSON (See Instructions)						
	IV/IA						
		nt Company, Inc., r of this entity.		orporaiton i	s the		
CUSI	P No. 4577	4V407	13G	Page 3	of 14		
(1)	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	("SSPE")	ituations Privaters L.L.C. ("MG")		L.P. F13-	-3916551		
(2)	CHECK THE	APPROPRIATE BOX	IF A MEMBER C	F A GROUP (S	 See		

Instructions)

)) X						
(3)	SEC USE ON	1LY					
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware						
NUMBER OF		(5) SOLE VO	TING POWE	IR See	Marxe	e/Greenhou	se
BENE		(6) SHARED)WER		None	
ΕZ		(7) SOLE DI	SPOSITIVE			Marxe/Gree	nhouse
	ORTING ON WITH:	(8) SHARED		VE POWE		None	
(9)	AGGREGATE	AMOUNT BENE	FICALLY (WNED BY	EACH	REPORTING	PERSON
2	250 , 000 (al	ll warrants)					
(10)		THE AGGREGAT HARES (See I			 (9) ΕΣ	 KCLUDES	
(11)	PERCENT OF	CLASS REPR	 ESENTED F	BY AMOUN	 Г IN F	 ROW 9	
	1.2						
(12)	TYPE OF REPORTING PERSON (See Instructions)						
	IV/IA						
CUSII	? No. 45774	1V407	13G		Ρε	age 4 of	14
(1)	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Special Situations Cayman Fund, L.P. ("CAY") 98-0132442 AWM Investment Comapny, Inc. ("AWM") 11-3086452						
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)						
)) X						
(3)	SEC USE ON	1LX					
(4)	 CITIZENSHI	 IP OR PLACE	OF ORGANI	ZATION			

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse SHARES SHARES SHENEFICIALLY (6) SHARED VOTING POWER None OWNED BY EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse REFORTING PERSON WITH: (8) SHARED DISPOSITIVE POWER None (9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON 125,000 (all warrants) (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 (12) TYPE OF REPORTING PERSON* IV/IA CUSIP No. 45774V407 13G Page 5 of 14 (11) NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Special Situations Technology Fund, L.P. ("SST") F13-3937585 SST Advisers LLC ("SSTA") F13-3937583 (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 (5) SOLE VOTING POWER See Marxe/Greenhouse SHARES SHENEFICIALLY (6) SHARED VOTING POWER See Marxe/Greenhouse SHARES SHENEFICIALLY (6) SHARED VOTING POWER See Marxe/Greenhouse REPORTING EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse	Cayman Is	lands, Delaware	
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SHARES BENEFICIALLY (6) SHARED VOTING POWER None OWNED BY EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse REPORTING	Delaware		
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EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse REPORTING		(-)	See Marxe/Greenhouse
	BENEFICIALLY		
	OWNED BY	(6) SHARED VOTING POWER	None

(9)	AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON				
	250,000 (all warrants)				
(10)	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)				
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9				
	1.2				
(12)	TYPE OF R	EPORTING PERSON (See Instructions)			
	IV/IA				
CUSI	P No. 45774	1V407 13G Page 6 of 14 Pages			
 (1)	NAME OF REPORTING PERSON				
	Austin W.	ENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY). Marxe Greenhouse			
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)				
)) X				
(3)	SEC USE O	NLY			
(4)	CITIZENSH	IP OR PLACE OF ORGANIZATION			
	United States of America				
NUM	BER OF	(5) SOLE VOTING POWER 1,000,000			
	ED BY ACH ORTING	(6) SHARED VOTING POWER None			
		(7) SOLE DISPOSITIVE POWER 1,000,000			
		(8) SHARED DISPOSITIVE POWER None			
 (9)	AGGREGATE	AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON			
	1,000,000	(all warrants)			
(10)		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES HARES (See Instructions)			

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

4.7

(12) TYPE OF REPORTING PERSON*

IN

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Item 1.

- (a) Name of Issuer: Burst.com, Inc.
- (b) Address of Issuer's Principal Executive Offices: 500 Sabsoime Street, Ste 503, San Francisco, CA 94111 Item 2.
- (a) Name of Person Filing: This statement is filed on behalf of (i) Special Situations Fund III , L.P., a Delaware limited partnership ("SSF III"); (ii) Special Situations Private Equity Fund, L.P., a Delaware limited partnership ("SSPE") (iii) Special Situations Cayman Fund, L.P., a Cayman Islands limited partnership (the "Cayman Fund"); (iv) Special Situations Technology Fund, L.P., a Delaware limited partnership ("SST"); (v) MGP Advisers Limited Partnership, a Delaware limited partnership, ("MGP"); (vi) MG Advisers L.L.C., a New York limited liability company ("MG"); (vii) AWM Investment Company, Inc., a Delaware corporation ("AWM"); (viii SST Advisers L.L.C., a Delaware limited liability company ("SSTA"); (ix)) Austin W. Marxe and (x) David Greenhouse. Each of the foregoing is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons."
- (b) Address of Principal Business Office or, if none, Residence: The principal office and business address of the Reporting Persons, other than the Cayman Fund, is 153 East 53 Street, New York, New York 10022. The principal office and business address of the Cayman Fund is c/o CIBC Bank and Trust Page 8 of 14 Pages

Company (Cayman) Limited, CIBC Bank Building, P.O. Box 694, Grand Cayman, Cayman Islands, British West Indies. (c) Citizenship: SSF III, SSPE, SST, and MGP are Delaware limited partnerships. MG is a New York limited liability company. AWM is a Delaware corporaiton and SSTA is a Delaware limited liability company. The Cayman Fund was formed under the laws of the Cayman Island. Austin W. Marxe and David M. Greenhouse are United States citizens.

The principal business of SSF III, SSPE, SST and the Cayman Fund (individually, a "Fund" and, collectively, the "Funds") is to invest in, sell, convey, transfer, exchange and otherwise trade in principally equity and equity related securities. The principal business of MGP is to act as general partner of and investment adviser to SSF III. The

principal business of MG is to act as the general partner of and the investment adviser to SSPE. The principal business of SSTA is to act as general partner of and investment adviser to SST. The principal business of AWM is to act as general partner of MGP and general partner of and investment adviser to the Cayman Fund. MGP, MG, SSTA and AWM are referred to herein, individually, as an "Adviser" and, collectively, as the "Advisers." The principal occupation of Austin W. Marxe and David Greenhouse is to serve as officers, directors and members or principal shareholders of the Advisers.

- 2(d) Title of Class of Securities: See cover sheets.
- (e) CUSIP Number: See cover sheets.

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- (a) () Broker or Dealer registered under section 15 of the Act;
- (b) () Bank as defined in section 3(a) (6) of the Act;
- (c) () Insurance Company as defined in section 3(a) (19) of the Act;
- (d) (x) Investment Company registered under section 8 of the Investment Company Act of 1940;
- (e) (x) An Investment Adviser in accordance with \$240.13d -1\$ (b) (I) (ii) (E);
- (f) () An employee benefit plan or endowment fund in accordance with \$240.13d-1(b)(I)(ii)(F);
- (g) (x) A parent holding company or control person in accordance with \$240.13d-1(b)(1)(ii)(G);
- (h) () A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) () Group, in accordance with \$240.13d-1(b)(1)(ii)(J). See Exhibit A attached hereto.

Item 4. Ownership:

(a) Amount Beneficially Owned: 1,000,000 shares of Common Stock are beneficially owned by Austin W. Marxe and David

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Greenhouse; of which 375,000 warrants are owned by SSF III, 250,000 warrants are owned by SSPE, 125,000 warrants are owned by CAY, and 250,000 warrants are owned by SST.

- (b) Percent of Class: 4.7 percent of the Common Stock are beneficially owned by Austin Marxe and David Greenhouse. 1.8 percent of the Common Stock are beneficially owned by SSF III, 1.2 percent are beneficially owned by SSPE, .6 percent are owned by the Cayman Fund, and 1.2 percent of the common stock are owned by SST.
- (c) Number of Shares as to which the person has Rights to Vote and/or Dispose of Securities: SSF III, SSPE, CAY, SST, MGP, MG, AWM and SSTA have sole power to vote or to direct the vote and to dispose or to direct the disposition of all securities reported hereby which are respectively beneficially owned by each Fund and its Adviser.

Austin Marxe and David Greenhouse have shared power to vote or to direct the vote of and to dispose or to direct the disposition of securities reported hereby which are beneficially owned by Austin Marxe and David Greenhouse by virtue of being Executive Officers of the Investment Advisers.

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

this satement is being filed to report the fact that as of

Page 11 of 14 Pages the date hereof the reporting person has ceased to be the beneficial owner of more that five percent of the class of securities, check the following x . Item 6.Ownership of More than Five Percent on Behalf of

Another Person: SSF III, SSPE, CAY and SST, as owners of the securities in question, have the right to receive any dividends from, or proceeds from the sale of, such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on By the Parent Holding Company: See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices 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 acquired and are held in the ordinary course of business and 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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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.

Dated: February 12, 2001

SPECIAL SITUATIONS FUND III, L.P.

By:/s/ Austin W. Marxe Austin W. Marxe Managing Director

MGP ADVISERS LIMITED PARTERSHIP

By:/s/ Austin W. Marxe Austin W. Marxe President and Chief Executive Officer

SPECIAL SITUATIONS PRIVATE EQUITY FUND, L.P.

By:/s/ Austin W. Marxe Austin W. Marxe

President and Chief Executive Officer

MG ADVISERS, L.L.C.

By:/s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

SPECIAL SITUATIONS CAYMAN FUND, L.P.

By: /s/ Austin W. Marxe
Austin W. Marxe
Managing Director

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AWM INVESTMENT COMPANY, INC.

By: /s/ Austin W. Marxe Austin W. Marxe President and CEO

SPECIAL SITUATIONS TECHNOLOGY FUND, L.P.

By:/s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

SST ADVISERS, L.L.C.

By:/s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

/s/ Austin W. Marxe AUSTIN W. MARXE

/s/David M Greenhouse

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EXHIBIT A

This Exhibit explains the relationship between the Reporting Persons. MGP Advisers Limited Partnership (MGP), a Delaware limited partnership, is the general partner of the Special Situations Fund III, l.P., a Delaware Limited Partnership. AWM Investment Company, Inc., a Delaware corporation, is the general partner of MGP and the general partner of and investment adviser to the Cayman Fund. MG Advisers, L.L.C. is the general partner of and investment adviser to the Special Situations Private Equity Fund, L.P.. SST Adviser, L.L.C. is the general partner of and investment adviser to Special Situations Technology Fund, L.P.. Austin W. Marxe and David M. Greenhouse are the principal owners of MGP, MG, AWM and SSTA and are principally responsible for the selection, acquisition and disposition of the portfolios securities by the investment advisers on behalf of their Fund.