

Edgar Filing: ATHEROS COMMUNICATIONS INC - Form SC 13G

ATHEROS COMMUNICATIONS INC
Form SC 13G
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

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)

Atheros Communications, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04743P108

(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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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CUSIP NO. 04743P108

13 G

Page 2 of 14 Pages

1 NAME OF REPORTING PERSON

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 August Capital II, L.P. ("August II")
 Tax ID Number: 94-3303776

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER
 3,714,530 shares, except that August Capital Management II, L.L.C. ("ACM II"), the general partner of August II, may be deemed to have sole power to vote these shares, and John Johnston ("Johnston"), David F. Marquardt ("Marquardt"), and Andrew S. Rappaport ("Rappaport"), the members of ACM II, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
 0 shares.

7 SOLE DISPOSITIVE POWER
 3,714,530 shares, except that ACM II, the general partner of August II, may be deemed to have sole power to dispose of these shares, and Johnston, Marquardt and Rappaport, the members of ACM II, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
 0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,714,530

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.80%

12 TYPE OF REPORTING PERSON* PN

*SEE INSTRUCTIONS BEFORE FILING OUT!

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 August Capital Strategic Partners II, L.P. ("Partners II")
 Tax ID Number: 94-3312511

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 179,396 shares, except that ACM II, the general partner of Partners II, may be deemed to have sole power to vote these shares, and Johnston, Marquardt and Rappaport, the members of ACM II, may be deemed to have shared power to vote these shares.
	6	SHARED VOTING POWER 0 shares.
	7	SOLE DISPOSITIVE POWER 179,396 shares, except that ACM II, the general partner of Partners II, may be deemed to have sole power to dispose of these shares, and Johnston, Marquardt and Rappaport, the members of ACM II, may be deemed to have shared power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER 0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 179,396

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.38%

12 TYPE OF REPORTING PERSON* PN

*SEE INSTRUCTIONS BEFORE FILING OUT!

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
August Capital Management II, L.L.C. ("ACM II")
Tax ID Number: 94-3303773

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER
 3,893,926 shares, of which 3,714,530 shares are directly owned by August II and 179,396 shares are directly owned by Partners II. ACM II, the general partner of August II and Partners II, may be deemed to have sole power to vote these shares and Johnston, Marquardt and Rappaport, the members of ACM II, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
0 shares

7 SOLE DISPOSITIVE POWER
 3,893,926 shares, of which 3,714,530 shares are directly owned by August II and 179,396 shares are directly owned by Partners II. ACM II, the general partner of August II and Partners II, may be deemed to have sole power to dispose of these shares and Johnston, Marquardt and Rappaport, the members of ACM II, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,893,926

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 8.18%

12 TYPE OF REPORTING PERSON* OO

*SEE INSTRUCTIONS BEFORE FILING OUT!

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 John Johnston ("Johnston")
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 3,893,926 shares, of which 3,714,530 are directly owned by August II and 179,396 are directly owned by Partners II. Johnston is a member of ACM II, the general partner of August II and Partners II, and may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3,714,530 are directly owned by August II and 179,396 are directly owned by Partners II. Johnston is a member of ACM II, the general partner of August II and Partners II, and may be deemed to have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		3,893,926
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
		[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
		8.18%
12	TYPE OF REPORTING PERSON*	
		IN

*SEE INSTRUCTIONS BEFORE FILING OUT!

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) David F. Marquardt ("Marquardt") Tax ID Number:
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 14,048 shares
	6	SHARED VOTING POWER 3,893,926 shares, of which 3,714,530 shares are directly owned by August II and 179,396 shares are directly owned by Partners II. Marquardt is a member of ACM II, the general partner of August II and Partners II, and may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 14,048 shares
	8	SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3,714,530 shares are directly owned by August II and 179,396 shares are directly owned by Partners II. Marquardt is a member of ACM II, the general partner of August II and Partners II, and may be deemed to have shared power to dispose of these shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,907,974
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	8.21%
12	TYPE OF REPORTING PERSON*	IN

*SEE INSTRUCTIONS BEFORE FILING OUT!

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Andrew S. Rappaport ("Rappaport") Tax ID Number:
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen

NUMBER OF

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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 5781 shares subject to options that are exercisable within 60 days.	
	6	SHARED VOTING POWER 3,893,926 shares, of which 3,714,530 shares are directly owned by August II and 179,396 shares are directly owned by Partners II. Rappaport is a member of ACM II, the general partner of August II and Partners II, and may be deemed to have shared power to vote these shares.	
	7	SOLE DISPOSITIVE POWER 5781 shares subject to options that are exercisable within 60 days.	
	8	SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3,714,530 shares are directly owned by August II and 179,396 shares are directly owned by Partners II. Rappaport is a member of ACM II, the general partner of August II and Partners II, and may be deemed to have shared power to dispose of these shares.	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		3,899,707
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		8.19%
12	TYPE OF REPORTING PERSON*		IN

*SEE INSTRUCTIONS BEFORE FILING OUT!

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ITEM 1(a). NAME OF ISSUER:

Atheros Communications, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

529 Almanor Avenue
Sunnyvale, CA 94085-3512

ITEM 2(a). NAME OF PERSON FILING:

This statement is filed by August Capital II, L.P., a Delaware limited partnership ("August II"), August Capital Strategic

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Partners II, L.P., a Delaware limited partnership ("Partners II"), August Capital Management II, L.L.C. a Delaware limited liability company ("ACM II"), John Johnston ("Johnston"), David F. Marquardt ("Marquardt") and Andrew S. Rappaport ("Rappaport"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ACM II is the general partner of August II and Partners II, and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by August II and Partners II. Johnston, Marquardt and Rappaport are the managing members of ACM II, and may be deemed to have shared power to vote and shared power to dispose of the shares of the issuer directly owned by August II and Partners II.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR, IF NONE, RESIDENCE:

The address of the principal business office for each of the Reporting Persons is:

August Capital
2480 Sand Hill Road, Suite 101
Menlo Park, California 94025

ITEM 2(c) CITIZENSHIP:

August II and Partners II are Delaware limited partnerships. ACM II is a Delaware limited liability company. Johnston, Marquardt and Rappaport are United States Citizens.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

04743P108

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ITEM 3. Not Applicable

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2004:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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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:

Under certain circumstances set forth in the limited partnership agreements of August II and Partners II, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING
COMPANY:

Not applicable

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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

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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 10, 2005

Entities: August Capital II, L.P.
August Capital Strategic Partners II, L.P.
August Capital Management II, L.L.C.

By:/s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the
above listed entities

Individuals: John Johnston
David F. Marquardt
Andrew S. Rappaport

By:/s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the
above listed individuals

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EXHIBIT INDEX

Found on
Sequentially

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Exhibit	Numbered Page
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Exhibit A: Agreement of Joint Filing	13
Exhibit B: Reference to Mark G. Wilson as Attorney-in-Fact	14

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Atheros Communications, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Dated February 10, 2005

Entities: August Capital II, L.P.
August Capital Strategic Partners II, L.P.
August Capital Management II, L.L.C.

By: /s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the
above listed entities

Individuals: John Johnston
David F. Marquardt
Andrew S. Rappaport

By: /s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the
above listed individuals

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EXHIBIT B

Reference to Mark G. Wilson as Attorney-in-Fact

Mark G. Wilson has signed the enclosed documents as Attorney-in-Fact. Note that copies of the applicable Power of Attorney are already on file with the appropriate agencies.