

Edgar Filing: ATHEROS COMMUNICATIONS INC - Form SC 13G

ATHEROS COMMUNICATIONS INC
Form SC 13G
February 11, 2005

UNITED STATES
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) AND
(c) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. ____)*

Atheros Communications, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04743P108

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-(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).

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Foundation Capital Management Co. II, L.L.C. (94-3294072) ("FCM2")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER
3,190,629 shares, of which 2,833,785 shares are directly owned by Foundation Capital II, L.P. ("FC2"), 119,282 shares are directly owned by Foundation Capital II Principals Fund, L.L.C. ("FC2E"). FCM2, the sole General Partner of FC2P and FC2E, may be deemed to have sole voting power of these shares. FCM2 hereby disclaims beneficial ownership of shares reported herein, except to the extent of any pecuniary interest therein.

6 SHARED VOTING POWER
0 shares

7 SOLE DISPOSITIVE POWER
3,190,629 shares, of which 2,833,785 shares are directly owned by Foundation Capital II, L.P. ("FC2"), 119,282 shares are directly owned by Foundation Capital II Principals Fund, L.L.C. ("FC2E"). FCM2, the sole General Partner of FC2P and FC2E, may be deemed to have sole dispositive power of these shares. FCM2 hereby disclaims beneficial ownership of shares reported herein, except to the extent of any pecuniary interest therein.

8 SHARED DISPOSITIVE POWER
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,190,629 shares, of which 2,833,785 shares are directly owned by Foundation Capital II, L.P. ("FC2"), 119,282 shares are directly owned by Foundation Capital II Principals Fund, L.L.C. ("FC2E"), and 237,562 shares are directly owned by Foundation Capital II Entrepreneurs Fund, L.L.C. ("FC2EF"). FCM2, the sole General Partner of FC2 and the sole Manager of FC2P and FC2E, may be deemed to have sole voting power of these shares. FCM2 hereby disclaims beneficial ownership of shares reported herein, except to the extent of any pecuniary interest therein.

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS.
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Foundation Capital II, L.P. (94-3294074) ("FC2")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 ----- 6 ----- 7 ----- 8	SOLE VOTING POWER 2,833,785 shares ----- SHARED VOTING POWER 0 shares ----- SOLE DISPOSITIVE POWER 2,833,785 shares ----- SHARED DISPOSITIVE POWER 0 shares
--	---	---

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

2,

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Foundation Capital II Principals Fund, L.L.C. (94-3296579) ("FC2P")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

5 SOLE VOTING POWER
119,282 shares

6 SHARED VOTING POWER
0 shares

7 SOLE DISPOSITIVE POWER
119,282 shares

8 SHARED DISPOSITIVE POWER
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Foundation Capital II Entrepreneurs Fund, L.L.C. (94-3301748) ("FC2E")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

5 SOLE VOTING POWER
237,562 shares

6 SHARED VOTING POWER
0 shares

7 SOLE DISPOSITIVE POWER
237,562 shares

8 SHARED DISPOSITIVE POWER
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

23

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 FC Leadership Management Co., L.L.C (91-2076858) ("FCLM")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States of America

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER
 1,235,990 shares, of which 1,203,885 shares are dir Foundation Capital Leadership Fund, L.P. ("FCL") an directly owned by FC Leadership Principals Fund, L. FCLM, the sole General Partner of FCL and the sole may be deemed to have sole power to vote all of the hereby disclaims beneficial ownership of shares rep herein, except to the extent of any pecuniary inter

6 SHARED VOTING POWER
 0 shares

7 SOLE DISPOSITIVE POWER
 1,235,990 shares, of which 1,203,885 shares are dir Foundation Capital Leadership Fund, L.P. ("FCL") an directly owned by FC Leadership Principals Fund, L. FCLM, the sole General Partner of FCL and the sole may be deemed to have sole power to vote all of the hereby disclaims beneficial ownership of shares rep except to the extent of any pecuniary interest ther

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8 SHARED DISPOSITIVE POWER
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,235,990 shares, of which 1,203,885 shares are directly owned by Foundation Capital L.P. ("FCL") and 32,105 shares are directly owned by FC Leadership Principals Fund, FCLM, the sole General Partner of FCL and the sole Manager of FCLP, may be deemed to vote all of these shares. FCLM hereby disclaims beneficial ownership of shares reported to the extent of any pecuniary interest therein.

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Foundation Capital Leadership Fund, L.P. (94-3370925) ("FCL")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

5 SOLE VOTING POWER
1,203,885 shares

6 SHARED VOTING POWER
0 shares

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7	SOLE DISPOSITIVE POWER 1,203,885 shares	
8	SHARED DISPOSITIVE POWER 0 shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON*	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) FC Leadership Principals Fund, L.L.C. (94-3377483) ("FCLP")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) []
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United States of America	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 32,105 shares
6		6 SHARED VOTING POWER 0 shares

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7 SOLE DISPOSITIVE POWER
32,105 shares

8 SHARED DISPOSITIVE POWER
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

32

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
James C. Anderson ("Anderson")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

5 SOLE VOTING POWER
0 shares

6 SHARED VOTING POWER
3,190,629 shares, of which 2,833,785 are directly o
119,282 shares are directly owned by FC2P, and 237,

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directly owned by FC2E. Anderson is a Manager of FC
 deemed to have shared power to vote all of these sh
 hereby disclaims beneficial ownership of shares rep
 except to the extent of any pecuniary interest ther
 held in his name.

 7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 3,190,629 shares, of which 2,833,785 are directly o
 119,282 shares are directly owned by FC2P, and 237,
 directly owned by FC2E. Anderson is a Manager of FC
 deemed to have shared power to vote all of these sh
 hereby disclaims beneficial ownership of shares rep
 except to the extent of any pecuniary interest ther
 held in his name.

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 3,1

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 William B. Elmore ("Elmore")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	5	SOLE VOTING POWER 22,618 shares
6	WITH	6	SHARED VOTING POWER 4,426,619 shares, of which 2,833,785 are directly o 119,282 shares are directly owned by FC2P, 237,562 owned by FC2E, 1,203,885 shares are directly owned shares are directly owned by FCLP. Elmore is a Mana FCLM. Elmore may be deemed to have shared power to shares. Elmore hereby disclaims beneficial ownershi reported herein, except to the extent of any pecuni therein and any shares held in his name.
7		7	SOLE DISPOSITIVE POWER 22,618 shares
8		8	SHARED DISPOSITIVE POWER 4,426,619 shares, of which 2,833,785 are directly o 119,282 shares are directly owned by FC2P, 237,562 owned by FC2E, 1,203,885 shares are directly owned shares are directly owned by FCLP. Elmore is a Mana FCLM. Elmore may be deemed to have shared power to shares. Elmore hereby disclaims beneficial ownershi reported herein, except to the extent of any pecuni therein and any shares held in his name.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		4,
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PERSON*		

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Kathryn C. Gould ("Gould")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 ----- 6	SOLE VOTING POWER 81,942 shares ----- SHARED VOTING POWER 4,426,619 shares, of which 2,833,785 are directly o 119,282 shares are directly owned by FC2P, 237,562 owned by FC2E, 1,203,885 shares are directly owned shares are directly owned by FCLP. Gould is a Manag FCLM. Gould may be deemed to have shared power to v shares. Gould hereby disclaims beneficial ownership herein, except to the extent of any pecuniary inter shares held in her name.
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7 ----- 8	SOLE DISPOSITIVE POWER 81,942 shares ----- SHARED DISPOSITIVE POWER 4,426,619 shares, of which 2,833,785 are directly o 119,282 shares are directly owned by FC2P, 237,562 owned by FC2E, 1,203,885 shares are directly owned shares are directly owned by FCLP. Gould is a Manag FCLM. Gould may be deemed to have shared power to v shares. Gould hereby disclaims beneficial ownership herein, except to the extent of any pecuniary inter shares held in her name.
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9 ----- 10 ----- 11 ----- 12	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON ----- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ----- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 ----- TYPE OF REPORTING PERSON* -----	4, -----
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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Paul G. Koontz ("Koontz")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 4,426,619 shares, of which 2,833,785 are directly owned by FC2P, 119,282 shares are directly owned by FC2E, 1,203,885 shares are directly owned by FCLP. Koontz is a Manager of the Company. Koontz may be deemed to have shared power to dispose of the shares. Koontz hereby disclaims beneficial ownership of the shares reported herein, except to the extent of any pecuniary interest therein and any shares held in his name.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 4,426,619 shares, of which 2,833,785 are directly owned by FC2P, 119,282 shares are directly owned by FC2E, 1,203,885 shares are directly owned by FCLP. Koontz is a Manager of the Company. Koontz may be deemed to have shared power to dispose of the shares. Koontz hereby disclaims beneficial ownership of the shares reported herein, except to the extent of any pecuniary interest therein and any shares held in his name.

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Michael N. Schuh ("Schuh")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 63,250 shares
	6	SHARED VOTING POWER 4,426,619 shares, of which 2,833,785 are directly o 119,282 shares are directly owned by FC2P, 237,562 owned by FC2E, 1,203,885 shares are directly owned shares are directly owned by FCLP. Schuh is a Manag FCLM. Schuh may be deemed to have shared power to v shares. Schuh hereby disclaims beneficial ownership herein, except to the extent of any pecuniary inter shares held in his name.

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7 SOLE DISPOSITIVE POWER
63,250 shares

8 SHARED DISPOSITIVE POWER
4,426,619 shares, of which 2,833,785 are directly owned by FC2P, 119,282 shares are directly owned by FC2E, 1,203,885 shares are directly owned by FCLP. Schuh is a Manager of FCLM. Schuh may be deemed to have shared power to vote 1,203,885 shares. Schuh hereby disclaims beneficial ownership of the shares herein, except to the extent of any pecuniary interest in the shares held in his name.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Adam Grosser ("Grosser")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF

5

SOLE VOTING POWER

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	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6,045 shares
6		SHARED VOTING POWER	1,235,990 shares, of which 1,203,885 shares are directly owned by FCLP. Gross FCLM. Grosser may be deemed to have shared power to 32,105 shares. Grosser hereby disclaims beneficial ownership reported herein, except to the extent of any pecuniary interest therein and any shares held in his name.
7		SOLE DISPOSITIVE POWER	6,045 shares
8		SHARED DISPOSITIVE POWER	1,235,990 shares, of which 1,203,885 shares are directly owned by FCLP. Gross FCLM. Grosser may be deemed to have shared power to 32,105 shares. Grosser hereby disclaims beneficial ownership reported herein, except to the extent of any pecuniary interest therein and any shares held in his name.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PERSON*		

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Item 1

(a) Name of Issuer: Atheros Communications, Inc.

(b) Address of Issuer's Principal Executive Offices:

529 Almanor Avenue
Sunnyvale, CA 94085

Item 2

(a) Foundation Capital Management Company II, L.L.C. ("FCM2")
Foundation Capital II, L.P. ("FC2")
Foundation Capital II Principals Fund, L.L.C. ("FC2P")
Foundation Capital II Entrepreneurs Fund, L.L.C. ("FC2E")

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FC Leadership Management Co., L.L.C. ("FCLM")
 Foundation Capital Leadership Fund, L.P. ("FCL")
 FC Leadership Principals Fund, L.L.C. ("FCLP")
 James C. Anderson ("Anderson")
 William B. Elmore ("Elmore")
 Kathryn C. Gould ("Gould")
 Paul G. Koontz ("Koontz")
 Michael N. Schuh ("Schuh")
 Adam Grosser ("Grosser")

FCM2 is the General Partner of FC2 and the Manager of FC2P and FC2E, and may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by FC2, FC2P and FC2E. FCLM is the General Partner of FCL and the Manager of FCLP, and may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by FCL and FCLP. Anderson, Elmore, Gould, Koontz and Schuh are Managers of FCM2, and may be deemed to have shared power to vote and shared power to dispose of the shares of Issuer directly owned by FC2, FC2P and FC2E. Elmore, Gould, Koontz, Schuh and Grosser are Managers of FCLM, and may be deemed to have shared power to vote and shared power to dispose of the shares of Issuer directly owned by FCL and FCLP.

(b) Address of Principal Business Office:

c/o Foundation Capital
 70 Willow Road, Suite 200
 Menlo Park, CA 94025

(c) Citizenship:

FCM2, FC2, FC2P, FC2E, FCLM, FCL and FCLP - Delaware, United States of America
 Anderson, Elmore, Gould, Koontz, Schuh and Grosser - United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 04743P108

Item 3 Not applicable.

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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:

Ownership/Power	FCM2	FC2	FC2P	FC2E	FCLM	FCL	F
Beneficial Ownership	3,190,629	2,833,785	119,282	237,562	1,235,990	1,203,885	3
Percentage of Class	7.01	6.23	0.26	0.52	2.72	2.65	0

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Sole Voting Power	3,190,629	2,833,785	119,282	237,562	1,235,990	1,203,885	32
Shared Voting Power	0	0	0	0	0	0	
Sole Dispositive Power	3,190,629	2,833,785	119,282	237,562	1,235,990	1,203,885	3
Shared Dispositive Power	0	0	0	0	0	0	

Ownership/Power	Anderson	Elmore	Gould	Koontz	Schuh	Grosser
Beneficial Ownership	3,190,629	4,449,237	4,508,561	4,426,619	4,489,869	1,235,990
Percentage of Class	7.01	9.73	9.73	9.73	9.73	2.72
Sole Voting Power	0	22,618	81,942	0	63,250	6,045
Shared Voting Power	3,190,629	4,426,619	4,426,619	4,426,619	4,426,619	1,235,990
Sole Dispositive Power	0	22,618	81,942	0	63,250	6,045
Shared Dispositive Power	3,190,629	4,426,619	4,426,619	4,426,619	4,426,619	1,235,990

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

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Under certain circumstances set forth in the limited partnership agreement of FC2 and FCL and the limited liability company agreements of FCM2, FC2P, FC2E, FCLM and FCLP, the general partner, members and limited partners 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.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

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Item 10 Certification.

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

/s/ William B. Elmore

William B. Elmore, individually and on behalf of Foundation Capital Management Company II, L.L.C. in his capacity as a Manager thereof, and on behalf of Foundation Capital II, L.P., Foundation Capital II Principals Fund, L.L.C. and Foundation Capital II Entrepreneurs Fund, L.L.C. in his capacity as a Manager of Foundation Capital Management Company II, L.L.C., the General Partner of Foundation Capital II, L.P. and the Manager of Foundation Capital II Principals Fund, L.L.C. and Foundation Capital II Entrepreneurs Fund, L.L.C.

/s/ William B. Elmore

William B. Elmore, individually and on behalf of FC Leadership Management Co., L.L.C. in his capacity as a Manager thereof, and on behalf of Foundation Capital Leadership Fund, L.P. and FC Leadership Principals Fund, L.L.C. in his capacity as a Manager of FC Leadership Management Co., L.L.C., the General Partner of Foundation Capital Leadership Fund, L.P. and the Manager of FC Leadership Principals Fund, L.L.C.

/s/ James C. Anderson

Signature

/s/ William B. Elmore

Signature

/s/ Kathryn C. Gould

Signature

/s/ Paul G. Koontz

Signature

/s/ Michael N. Schuh

Signature

/s/ Adam Grosser

Signature

Exhibit(s):

A: Agreement of Joint Filing

Edgar Filing: ATHEROS COMMUNICATIONS INC - Form SC 13G

EXHIBIT A

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Atheros Communications, Inc. is filed on behalf of each of us.

Dated: February 10, 2005

/s/ William B. Elmore

William B. Elmore, individually and on behalf of Foundation Capital Management Company II, L.L.C. in his capacity as a Manager thereof, and on behalf of Foundation Capital II, L.P., Foundation Capital II Principals Fund, L.L.C. and Foundation Capital II Entrepreneurs Fund, L.L.C. in his capacity as a Manager of Foundation Capital Management Company II, L.L.C., the General Partner of Foundation Capital II, L.P. and the Manager of Foundation Capital II Principals Fund, L.L.C. and Foundation Capital II Entrepreneurs Fund, L.L.C.

/s/ William B. Elmore

William B. Elmore, individually and on behalf of FC Leadership Management Co., L.L.C. in his capacity as a Manager thereof, and on behalf of Foundation Capital Leadership Fund, L.P. and FC Leadership Principals Fund, L.L.C. in his capacity as a Manager of FC Leadership Management Co., L.L.C., the General Partner of Foundation Capital Leadership Fund, L.P. and the Manager of FC Leadership Principals Fund, L.L.C.

/s/ James C. Anderson

Signature

/s/ William B. Elmore

Signature

/s/ Kathryn C. Gould

Signature

/s/ Paul G. Koontz

Signature

/s/ Michael N. Schuh

Signature

/s/ Adam Grosser

Signature