ATHEROS COMMUNICATIONS INC

Form SC 13G February 14, 2005

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Schedule 13G

-	INFORMATI	ON TO	ΒE	INC	LUDED	IN	STA	ATEMENTS	FILED	PURSUANT	TO	RULES	13d-1	(b),
	(c)	AND	(d)	AND	AMENI	OMEN	ITS	THERETO	FILED	PURSUANT	TO	13d-2	(b)	

(c) AND (d) AND AMENDMENTS THERETO FILE	ED PURSUANT TO 13d-2 (b)
Atheros Communications	s, Inc.
(Name of Issuer)	
Common Stock	
(Title of Class of Secu	urities)
04743P108	
(CUSIP Number)	
December 31, 200) 4
(Date of Event Which Requires Filin	ng of this Statement)
Check the appropriate box to designate the rule is filed:	e pursuant to which this Schedule
[] Rule 13d-1(b)	
[] Rule 13d-1(c)	
[X] Rule 13d-1(d)	
*The remainder of this cover page shall be fill initial filing on this form with respect to the for any subsequent amendment containing disclosures provided in a prior cover page.	subject class of securities, and
The information required on the remainder of this to be "filed" for the purpose of Section 18 of the 1934 ("Act") or otherwise subject to the liabilibut shall be subject to all other provisions Notes).	the Securities Exchange Act of Lities of that section of the Act
(Continued on following	g pages)
Page 1 of 14 Page	es
CUSIP NO. 04743P108 13 G	Page 2 of 14 Pages
1 NAME OF REPORTING PERSON	

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) August Capital II, L.P. ("August II") Tax ID Number: 94-3303776 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X] SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER 3,714,530 shares, except that August Capital SHARES Management II, L.L.C. ("ACM II"), the general partner of August II, may be deemed to have sole BENEFICIALLY OWNED BY EACH power to vote these shares, and John Johnston REPORTING ("Johnston"), David F. Marquardt ("Marquardt"), and PERSON WITH Andrew S. Rappaport ("Rappaport"), the members of ACM II, may be deemed to have shared power to vote these shares. SHARED VOTING POWER 0 shares. _____ 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. SHARED DISPOSITIVE POWER 0 shares. 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* *SEE INSTRUCTIONS BEFORE FILING OUT! CUSIP NO. 04743P108 13 G Page 3 of 14 Pages 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

2	CHECK 7	THE APPE	ROPRIATE	BOX II	A MEME	BER OF A	A GROUI	> *			
							(a)]]	(b)	[X]
3	SEC USE	ONLY									
4	CITIZEN Delawan		R PLACE (OF ORG	ANIZATIO)N					
NUMBE SHAR BENEFIC OWNED B REPOR PERS	5	5 SOLE VOTING POWER 179,396 shares, except that ACM partner of Partners II, may be de power to vote these shares, and Jo and Rappaport, the members of ACM to have shared power to vote these				deem John CM II	emed to have sol hnston, Marquard II, may be deeme				
WII	п	6	SHAREI 0 sha:		IG POWEF	₹					
		7	179,39 partne power Marque	96 sha er of E to dis ardt ar emed to	ITIVE PO ares, e Partners spose o nd Rappa have s	except II, in these aport, in	may be e shai the mer	deem res, mbers	ed t and of	o have l John ACM II	e sole nston, I, may
		8	SHAREI 0 sha:)SITIVE	POWER					
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					179,396					
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (SEXCLUDES CERTAIN SHARES*					(9)			[]	
11	PERCENT	OF CLA	CLASS REPRESENTED BY AMOUNT IN ROW 9						0.38%		
12	TYPE OF	F REPORT	ING PER	SON*						PN	
		*SEE	INSTRUC	TIONS E	BEFORE F	FILING (OUT!				
CUSIP NO.	04743E	2108			13 G			Pag	e 4	of 14	Pages
1		IDENTIE Augus	TING PERSTICATION St Capita	NO. OF al Mana	agement	II, L.				 -Y)	
2	CHECK 1	THE APPE	ROPRIATE	BOX II	F A MEME	BER OF				(1-)	F 3 2 3
]]	(b)	[X]
3	SEC USE	E ONLY									

	Ü	Ū		
4	CITIZEN Delawar		R PLACE OF ORGANIZATION	
NUMBER SHARES BENEFICIA OWNED BY REPORTI PERSON WITH	ALLY EACH	5	SOLE VOTING POWER 3,893,926 shares, of which 3,714,5 directly owned by August II and 179, directly owned by Partners II. ACM I partner of August II and Partners II, to have sole power to vote thes Johnston, Marquardt and Rappaport, ACM II, may be deemed to have shared these shares.	396 shares are I, the general may be deemed e shares and the members of
		6	SHARED VOTING POWER 0 shares	
		7	SOLE DISPOSITIVE POWER 3,893,926 shares, of which 3,714,5 directly owned by August II and 179, directly owned by Partners II. ACM I partner of August II and Partners II, to have sole power to dispose of the Johnston, Marquardt and Rappaport, ACM II, may be deemed to have sha dispose of these shares.	396 shares are I, the general may be deemed se shares and the members of
		8	SHARED DISPOSITIVE POWER 0 shares	
9	AGGREGA REPORTI		UNT BENEFICIALLY OWNED BY EACH	3,893,926
10			FHE AGGREGATE AMOUNT IN ROW (9) AIN SHARES*	[]
11	PERCENT	OF CL	ASS REPRESENTED BY AMOUNT IN ROW 9	8.18%
12	TYPE OF	REPOR'	FING PERSON*	00
		*SEE	INSTRUCTIONS BEFORE FILING OUT!	
CUSIP NO.	04743P	108		5 of 14 Pages
1		IDENTII John	TING PERSON FICATION NO. OF ABOVE PERSONS (ENTITIE Johnston ("Johnston") ID Number:	S ONLY)
2	CHECK I	HE APP	ROPRIATE BOX IF A MEMBER OF A GROUP*] (b) [X]
3	SEC USE		(d) [
4	CITIZEN	SHIP O	R PLACE OF ORGANIZATION	

U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 0 shares		directly owneder of ACM II, the Partners II, and			
		6	SHARED VOTING POWER 3,893,926 shares, of which 3, owned by August II and 179,396 by Partners II. Johnston is a m general partner of August II a may be deemed to have shared shares.	are di ember c nd Par				
		7	SOLE DISPOSITIVE POWER 0 shares					
		8	SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3, owned by August II and 179,396 by Partners II. Johnston is a m general partner of August II a may be deemed to have shared these shares.	are di ember c nd Par	rectly of ACM I tners I	owned I, the I, and		
9		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
10		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						
11	PERCEN	Γ OF CLA	SS REPRESENTED BY AMOUNT IN ROW 9		8.18%			
12	TYPE OF	F REPORT	ING PERSON*		IN			
		*SEE	INSTRUCTIONS BEFORE FILING OUT!					
CUSIP NO.	047431	 P108	13 G	Page	6 of 14	Pages		
1		IDENTIF David	TING PERSON TICATION NO. OF ABOVE PERSONS (ENT R F. Marquardt ("Marquardt") TD Number:		ONLY)			
2	CHECK	THE APPR	ROPRIATE BOX IF A MEMBER OF A GROU	 P*				
			(a)	[]	(b)	[X]		
3	SEC USI	E ONLY						
4	CITIZEN U.S. C		R PLACE OF ORGANIZATION					

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5 SOLE VOTING POWER 14,048 shares					
,,		6	179 , 390 . Marc rtner c	530 shares are ,396 shares are Marquardt is a er of August I I to have share			
		7	SOLE DISPOSITIVE POWER 14,048 shares				
		8	SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3,72 directly owned by August II and 2 directly owned by Partners II member of ACM II, the general parand Partners II, and may be deer power to dispose of these shares.	179 , 396 . Marc rtner c	6 shar quardt of Aug	es are is a ust II	
9	AGGREGA:		NT BENEFICIALLY OWNED BY EACH ON		3 , 907	, 974	
10			HE AGGREGATE AMOUNT IN ROW (9) IN SHARES*		[]		
11	PERCENT	OF CLA	SS REPRESENTED BY AMOUNT IN ROW 9		8.21%		
12	TYPE OF	REPORT	ING PERSON*		IN		
		*SEE	INSTRUCTIONS BEFORE FILING OUT!				
CUSIP NO.	04743P1			 Page 7		_	
1		IDENTIF Andre	ING PERSON ICATION NO. OF ABOVE PERSONS (ENTIT: w S. Rappaport ("Rappaport") O Number:	IES ONI	LY)		
2	CHECK TE	HE APPR	OPRIATE BOX IF A MEMBER OF A GROUP*				
			(a)	[]	(b)	[X]	
3	SEC USE	ONLY					
4	CITIZENS U.S. Cit		PLACE OF ORGANIZATION				
NUMBER	R OF						

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		5	at are exercisable					
WITH		6	SHARED VOTING POWER 3,893,926 shares, of which 3,77 directly owned by August II and directly owned by Partners II member of ACM II, the general parand Partners II, and may be deen power to vote these shares.	179,396 shares are . Rappaport is a rtner of August II				
		7	SOLE DISPOSITIVE POWER 5781 shares subject to options the within 60 days.	at are exercisable				
		8	SHARED DISPOSITIVE POWER 3,893,926 shares, of which 3,77 directly owned by August II and directly owned by Partners II member of ACM II, the general parand Partners II, and may be deed power to dispose of these shares.	179,396 shares are . Rappaport is a rtner of August II				
9	AGGREGAT REPORTIN		NT BENEFICIALLY OWNED BY EACH DN	3,899,707				
10			HE AGGREGATE AMOUNT IN ROW (9) IN SHARES*	[]				
11	PERCENT	OF CLAS	SS REPRESENTED BY AMOUNT IN ROW 9	8.19%				
12	TYPE OF	REPORT1	IN					
		*SEE]	INSTRUCTIONS BEFORE FILING OUT!					
CUSIP NO.				Page 8 of 14 Pages				
ITEM 1(a).		ME OF IS						
	Atl	neros Co	ommunications, Inc.					
ITEM 1(b).	ADI	ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:						
			or Avenue CA 94085-3512					
ITEM 2(a).	NAI	ME OF PE	ERSON FILING:					
	This statement is filed by August Capital II, L.P., a Dela limited partnership ("August II"), August Capital Strat							

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 $% \left(1\right) =\left(1\right) +\left(1\right)$

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

See Row 7 of cover $% \left(1\right) =\left(1\right) +\left(1\right)$

(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

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

Exhibit			Numbered Page
Exhibit A:	Agreement of Joint F	iling	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.