

DIGITAL IMPACT INC /DE/
Form SC 13G/A
February 14, 2005

United States
Securities and Exchange Commission
Washington, DC 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Digital Impact

(Name of Issuer)

Common Stock, .0001 Par Value

(Title of Class of Securities)

25385G106

(CUSIP Number)

Edgar Filing: DIGITAL IMPACT INC /DE/ - Form SC 13G/A

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 persons 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 NUMBER 25385G106

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Draper Fisher Associates Fund IV, L.P.

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

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned By

3,608,984 (See Items 2 and 4)

Each

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

3,608,984 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,608,984 (See Items 2 and 4)

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)

10.2%

12. Type of Reporting Person (see Instructions)

PN

CUSIP NUMBER 25385G106

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Draper Fisher Management Company IV, LLC

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

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned By

3,608,984 (See Items 2 and 4)

Each

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

3,608,984 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,608,984 (See Items 2 and 4)

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)

10.2%

12. Type of Reporting Person (see Instructions)

OO

CUSIP NUMBER 25385G106

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Draper Fisher Partners IV, LLC

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

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned By

323,806 (See Items 2 and 4)

Each

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

323,806 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

323,806 (See Items 2 and 4)

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)

0.9%

12. Type of Reporting Person (see Instructions)

OO

CUSIP NUMBER 25385G106

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Timothy C. Draper

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

United States

5. Sole Voting Power

Number of 203,132

Shares 6. Shared Voting Power

Beneficially

Owned By 3,932,790 (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 203,132 (See Items 2 and 4)

With: 8. Shared Dispositive Power

3,932,790 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,135,922 (See Items 2 and 4)

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)

11.7%

12. Type of Reporting Person (see Instructions)

IN

CUSIP NUMBER 25385G106

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

John H.N. Fisher

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

United States

5. Sole Voting Power

Number of 8,925

Shares 6. Shared Voting Power

Beneficially

Owned By 3,932,790 (See Items 2 and 4)

Each 7. Sole Dispositive Power

Reporting

Person 8,925 (See Items 2 and 4)

With: 8. Shared Dispositive Power

3,932,790 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,941,715 (See Items 2 and 4)

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)

11.2%

12. Type of Reporting Person (see Instructions)

IN

CUSIP NUMBER 25385G106

1. Name of Reporting Persons

I.R.S. Identification Nos. of Persons (Entities Only)

Stephen T. Jurvetson

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

United States

5. Sole Voting Power

100,000 (See Items 2 and 4)

6. Shared Voting Power

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With:

3,932,790 (See Items 2 and 4)

7. Sole Dispositive Power

100,000 (See Items 2 and 4)

8. Shared Dispositive Power

3,932,790 (See Items 2 and 4)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,032,790 (See Items 2 and 4)

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)

11.4%

12. Type of Reporting Person (see Instructions)

IN

7

Item 1(a) Name of Issuer: **Digital Impact**

Item 1(b) Address of Issuer's principal executive offices:

777 Bovet Road, Suite 300,

San Mateo, CA 94402

Item 2. This Schedule 13G is filed on behalf of (i) Draper Fisher Associates Fund IV, L.P., a California limited partnership ("Draper Fund IV"), (ii) Draper Fisher Management Company IV, LLC, a California limited liability company ("Draper Management IV"), (iii) Draper Fisher Partners IV, LLC, a California limited liability company ("Draper Partners IV"), (iv) Timothy C. Draper, a United States citizen ("Draper"), (v) John H.N Fisher, a United States citizen ("Fisher"), and (vi) Stephen T. Jurvetson, a United States citizen ("Jurvetson"). Draper Fund IV, Draper Management IV, Draper Partners IV, Draper, Fisher and Jurvetson are collectively referred to as the "Filing Persons."

Relationships

1. Draper Fund IV is a limited partnership venture fund.

2. Draper Management IV is the general partner of Draper Fund IV. The managing directors of Draper Management IV are Timothy C. Draper, John H. N. Fisher and Stephen T. Jurvetson.

3. Draper Partners IV is a side-by-side fund of Draper Fund IV. Messrs. Draper, Fisher and Jurvetson are managing members of Draper Partners IV.

Messrs. Draper, Fisher and Jurvetson disclaim beneficial ownership of the shares held directly by Draper Fund IV, Draper Management, and Draper Partners IV, except to the extent of their pecuniary interest therein.

Item 2(a) Name of person filing:

Draper Fisher Associates Fund IV, L.P.

Draper Fisher Management Company IV, LLC

Draper Fisher Partners IV, LLC

Timothy C. Draper

John H.N. Fisher

Stephen T. Jurvetson

Item 2(b) Address of principal business office or, if none, residence:

2882 Sand Hill Road, Suite 150,

Menlo Park, CA 94025

Item 2(c) Citizenship:

Draper Fisher Associates Fund IV, L.P.

Draper Fisher Management Company IV, LLC

Draper Fisher Partners IV, LLC

Timothy C. Draper

John H.N. Fisher

Stephen T. Jurvetson

California

California

California

United States

United States

United States

Item 2(d) Title of class of securities:

Common Stock

Item 2(e) CUSIP No.: **25385G106**

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the act (15 u.s.c. 78o).
- (b) Bank as defined in section 3(a)(6) of the act (15 u.s.c. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the act (15 u.s.c. 78c).
- (d) Investment company registered under section 8 of the investment company act of 1940 (15 u.s.c. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(e);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(f);

- (g) " 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 (12 u.s.c. 1813);
- (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 (15 u.s.c. 80a-3);
- (j) " Group, in accordance with § 240.13d-1(b)(1)(ii)(j).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Draper Fisher Associates Fund IV, L.P.

A. Amount Beneficially owned:

3,608,984

B. Percent of Class:

10.2%

C. Number of shares beneficially owned to which such person has:

- 1. sole voting power: 0
- 2. shared voting power: 3,608,984
- 3. sole dispositive power: 0
- 4. shared dispositive power: 3,608,984

Draper Fisher Management Company IV, LLC

A. Amount Beneficially owned: 3,608,984

B. Percent of Class: 10.2%

C. Number of shares beneficially owned to which such person has:

- 1. sole voting power: 0
- 2. shared voting power: 3,608,984
- 3. sole dispositive power: 0
- 4. shared dispositive power: 3,608,984

Draper Fisher Partners IV, LLC

A. Amount Beneficially owned: 323,806

B. Percent of Class: 0.9%

C. Number of shares beneficially owned to which such person has:

- 1. sole voting power: 0
- 2. shared voting power: 323,806
- 3. sole dispositive power: 0
- 4. shared dispositive power: 323,806

Timothy C. Draper

- A. Amount Beneficially owned: 4,135,922
- B. Percent of Class: 11.7%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 203,132
 - 2. shared voting power: 3,932,790
 - 3. sole dispositive power: 203,132
 - 4. shared dispositive power: 3,932,790

John H.N. Fisher

- A. Amount Beneficially owned: 3,941,715
- B. Percent of Class: 11.2%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 8,925
 - 2. shared voting power: 3,932,790
 - 3. sole dispositive power: 8,925
 - 4. shared dispositive power: 3,932,790

Stephen T. Jurvetson

- A. Amount Beneficially owned: 4,032,790
- B. Percent of Class: 11.4%
- C. Number of shares beneficially owned to which such person has:
 - 1. sole voting power: 100,000
 - 2. shared voting power: 3,932,790
 - 3. sole dispositive power: 100,000
 - 4. shared dispositive power: 3,932,790

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.
Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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. Certifications.

Not applicable.

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 14, 2005

DRAPER FISHER ASSOCIATES FUND IV, L.P.

By: Draper Fisher Management Company IV, LLC

By: /s/ Timothy C. Draper
Name: Timothy C. Draper
Title: Managing Director of the General Partner

DRAPER FISHER MANAGEMENT COMPANY IV, LLC

By: /s/ Timothy C. Draper
Name: Timothy C. Draper
Title: Managing Director

/s/ Timothy C. Draper
Timothy C. Draper

/s/ John H.N. Fisher
John H.N. Fisher

/s/ Stephen T. Jurvetson
Stephen T. Jurvetson

DRAPER FISHER PARTNERS IV, LLC

By: /s/ Timothy C. Draper
Name: Timothy C. Draper
Title: Managing Member

By: /s/ John H. N. Fisher
Name: John H. N. Fisher
Title: Managing Member

By: /s/ Stephen T. Jurvetson
Name: Stephen T. Jurvetson
Title: Managing Member

Exhibit Index

<u>Exhibit</u>	<u>Description</u>
99.1	Statement pursuant to Rule 13d-1(k)(1)(iii), filed herewith