

Edgar Filing: Bitstream Inc. - Form SC 13D/A

Bitstream Inc.
Form SC 13D/A
March 29, 2011

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)

Bitstream, Inc.
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share
(Title of Class of Securities)

91736108
(CUSIP Number)

Alexander B. Washburn
c/o Columbia Pacific Advisors, LLC
1910 Fairview Avenue East, Suite 500
Seattle, Washington 98102
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 21, 2011

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [X]

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1. Names of Reporting Persons
Columbia Pacific Opportunity Fund, L.P. (1)
 2. Check the Appropriate Box if a Member of a Group
(a) []
(b) [X]
 3. SEC Use Only
 4. Source of Funds (See Instructions) WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
United States of America
 7. Sole Voting Power
1,995,144 shares of Common Stock (2)
 8. Shared Voting Power
0 shares of Common Stock
 9. Sole Dispositive Power
1,995,144 shares of Common Stock (2)
 10. Shared Dispositive Power
0 shares of Common Stock
 11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,995,144 shares of Common Stock
 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []
 13. Percent of Class Represented by Amount in Row 9
19.58% (3)
 14. Type of Reporting Person
PN

(1) The filing of this joint Schedule 13D shall not be construed as an admission that any of the reporting persons are, for purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by the statement.

(2) Columbia Pacific Advisors, LLC has the sole power to vote or direct the vote of, and to dispose or direct the disposition of, the 1,995,144 shares of Common Stock to which this Schedule 13D relates.

(3) Based on 10,190,637 shares of common stock outstanding as of November 10, 2010, as reported on the Company's Form 10-Q for the period ended September 30, 2010 filed on November 15, 2010.

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1. Names of Reporting Persons
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2. Check the Appropriate Box if a Member of a Group
(a) []
(b) [X]
3. SEC Use Only
4. Source of Funds (See Instructions) WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
United States of America

7. Sole Voting Power
1,995,144 shares of Common Stock (2)

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

8. Shared Voting Power
0 shares of Common Stock
9. Sole Dispositive Power
1,995,144 shares of Common Stock (2)

10. Shared Dispositive Power
0 shares of Common Stock

11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,995,144 shares of Common Stock
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19.58% (3)
14. Type of Reporting Person
IA

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-
1. Names of Reporting Persons
Alexander B. Washburn (1)

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- 2. Check the Appropriate Box if a Member of a Group
 - (a)
 - (b)
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- 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6. Citizenship or Place of Organization
United States of America

7. Sole Voting Power
1,995,144 shares of Common Stock (2)

NUMBER OF SHARES	8. Shared Voting Power
BENEFICIALLY	0 shares of Common Stock
OWNED BY EACH	
REPORTING PERSON	9. Sole Dispositive Power
WITH	1,995,144 shares of Common Stock (2)

10. Shared Dispositive Power
0 shares of Common Stock

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,995,144 shares of Common Stock
- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13. Percent of Class Represented by Amount in Row 9
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-
- 1. Names of Reporting Persons
Daniel R. Baty (1)
 - 2. Check the Appropriate Box if a Member of a Group

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- (a) []
- (b) [X]

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- 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6. Citizenship or Place of Organization
United States of America

- 7. Sole Voting Power
1,995,144 shares of Common Stock (2)

- | | |
|------------------|--------------------------------------|
| NUMBER OF SHARES | 8. Shared Voting Power |
| BENEFICIALLY | 0 shares of Common Stock |
| OWNED BY EACH | |
| REPORTING PERSON | 9. Sole Dispositive Power |
| WITH | 1,995,144 shares of Common Stock (2) |

- 10. Shared Dispositive Power
0 shares of Common Stock

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,995,144 shares of Common Stock
- 12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []
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-
- 1. Names of Reporting Persons
Stanley L. Baty (1)
 - 2. Check the Appropriate Box if a Member of a Group
 - (a) []
 - (b) [X]

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- 3. SEC Use Only
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- 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6. Citizenship or Place of Organization
United States of America

- 7. Sole Voting Power
1,995,144 shares of Common Stock (2)

NUMBER OF SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- 8. Shared Voting Power
0 shares of Common Stock
- 9. Sole Dispositive Power
1,995,144 shares of Common Stock (2)

- 10. Shared Dispositive Power
0 shares of Common Stock

- 11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,995,144 shares of Common Stock
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-
- 1. Names of Reporting Persons
Brandon D. Baty (1)
 - 2. Check the Appropriate Box if a Member of a Group
(a) []
(b) [X]
 - 3. SEC Use Only

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4. Source of Funds (See Instructions) WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
United States of America
7. Sole Voting Power
1,995,144 shares of Common Stock (2)
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. Shared Voting Power
0 shares of Common Stock
9. Sole Dispositive Power
1,995,144 shares of Common Stock (2)
10. Shared Dispositive Power
0 shares of Common Stock
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,995,144 shares of Common Stock
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EXPLANATORY NOTE

This Amendment No. 7 amends the Schedule 13D filed by Columbia Pacific Opportunity Fund, L.P., a Washington limited partnership (the "Fund"), Columbia Pacific Advisors LLC, a Washington limited liability company (the "Adviser"), Alexander B. Washburn, a U.S. citizen, Daniel R. Baty, a U.S. citizen, Stanley L. Baty, a U.S. citizen, and Brandon D. Baty, a U.S. citizen (each a "Reporting Person" and collectively the "Reporting Persons") with the Securities and Exchange Commission on April 20, 2010, as amended on July 15, 2010; August 18, 2010; September 23, 2010; October 29, 2010, December 28, 2010

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and February 15, 2011 with respect to the Class A Common Stock, par value \$0.01 per share (the "Common Stock") of Bitstream, Inc., a Delaware corporation (the "Company").

Mr. Washburn, Mr. D. Baty, Mr. S. Baty and Mr. B. Baty serve as the managing members of the Adviser, which is primarily responsible for all investment decisions regarding the Fund's investment portfolio. The shares of Class A Common Stock reported herein are held in the portfolio of the Fund.

Neither the present filing nor anything contained herein shall be construed as an admission that the Reporting Persons constitute a "group" for any purpose and the Reporting Persons expressly disclaim membership in a group. Except as specifically set forth herein, the Schedule 13D remains unmodified.

ITEM 5. Interest in Securities of the Issuer

The responses set forth in Items 5(a) and 5(c) of the Schedule 13D are hereby replaced in their entirety by the following:

(a) As of the date hereof, the Reporting Persons may be deemed to beneficially own an aggregate of 1,995,144 shares of Common Stock, which constitutes 19.58% of the total number shares of Common Stock outstanding as of November 10, 2010, as reported in the Company's Form 10-Q for the period ended September 30, 2010.

(c) During the past 60 days, Columbia Pacific Opportunity Fund, L.P. has engaged in the following open-market transactions in the Common Stock:

Date	Shares Purchased	Price
01/28/2011	1,700	7.0206
01/31/2011	1,102	7.0098
02/01/2011	1,300	7.0408
02/02/2011	546	7.0086
02/03/2011	300	7.02
02/04/2011	500	7.014
02/07/2011	1,200	6.9925
02/08/2011	2,100	6.9929
02/09/2011	5,700	6.8931
02/10/2011	4,300	6.8421
02/11/2011	4,300	6.8235
02/14/2011	6,700	6.7746
02/15/2011	3,700	6.7351
02/16/2011	3,700	6.6843
02/17/2011	300	6.7867
02/18/2011	800	6.8613
02/22/2011	400	6.845
02/23/2011	4,200	6.7824
02/24/2011	1,200	6.7683
02/25/2011	3,800	6.7239
02/28/2011	21,440	6.6445
03/01/2011	6,200	6.4868
03/02/2011	2,100	6.5571
03/03/2011	3,200	6.5575
03/04/2011	600	6.5833
03/07/2011	4,500	6.4409
03/08/2011	5,599	6.4511
03/09/2011	900	6.5456
03/10/2011	200	6.43
03/11/2011	2,800	6.3204

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03/14/2011	1,335	6.4369
03/15/2011	14,100	6.1974
03/16/2011	232	6.2705
03/17/2011	9,500	6.2493
03/18/2011	9,700	6.1391
03/21/2011	4,005	6.1892
03/22/2011	5,200	6.2846
03/23/2011	4,510	6.1398
03/24/2011	18,696	6.1282
03/25/2011	3,200	6.2381
03/28/2011	4,200	6.331

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: March 28, 2011 COLUMBIA PACIFIC OPPORTUNITY FUND, L.P. (1)

/s/ Alexander B. Washburn
By: Alexander B. Washburn
Title: Managing Member of Columbia Pacific

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Advisors, LLC, its general partner

Dated: March 28, 2011 COLUMBIA PACIFIC ADVISORS, LLC (1)

/s/ Alexander B. Washburn
By: Alexander B. Washburn
Title: Managing Member

Dated: March 28, 2011 /s/ Alexander B. Washburn
Alexander B. Washburn (1)

Dated: March 28, 2011 /s/ Daniel R. Baty
Daniel R. Baty (1)

Dated: March 28, 2011 /s/ Stanley L. Baty
Stanley L. Baty (1)

Dated: March 28, 2011 /s/ Brandon D. Baty
Brandon D. Baty (1)

(1) This amendment is being filed jointly by Columbia Pacific Opportunity Fund, L.P., Columbia Pacific Advisors LLC, Alexander B. Washburn, Daniel R. Baty, Stanley L. Baty and Brandon D. Baty pursuant to the Joint Filing Agreement dated April 16, 2010 and included with the initial Schedule 13D filed on April 20, 2010 (the "Joint Filing Agreement"). The Joint Filing Agreement is incorporated herein by reference.