

STAMPS COM INC  
Form SC 13G/A  
February 13, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Stamps.com Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

852857101

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(Cusip Number)

Eric A. DeJong  
P. Amy Reischauer  
Perkins Coie LLP  
1201 Third Avenue, Suite 4800  
Seattle, Washington 98101-3099  
(206) 359-8000

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 2, 2004

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(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)

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\*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 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 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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1. Name of Reporting Person: Kevin Douglas I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization: United States

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5. Sole Voting Power: -0-

Number of Shares Beneficially Owned by Each Reporting Person With

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6. Shared Voting Power: 1,906,168(1)

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7. Sole Dispositive Power: -0-

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8. Shared Dispositive Power: 2,861,900(2)

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9. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,861,900

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11.

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Percent of Class Represented by Amount in Row (9):  
6.4%(3)

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12. Type of Reporting Person:  
IN

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- (1) Kevin Douglas and his wife, Michelle Douglas, hold 970,334 shares both directly and jointly. In addition, Kevin Douglas is the trustee of the James Douglas and Jean Douglas Irrevocable Descendants Trust.
- (2) Kevin Douglas has been granted dispositive power with respect to the shares held by James E. Douglas, III and the Douglas Family Trust.
- (3) Calculated based on 44,787,628 shares of Stamps.com Inc.'s Common Stock outstanding as of November 7, 2003, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2003 and filed with the Securities and Exchange Commission on November 13, 2003.

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1. Name of Reporting Person: James E. Douglas, III  
I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group:  
(a)   
(b)

---

3. SEC Use Only:

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4. Citizenship or Place of Organization:  
United States

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
10,000

---

6. Shared Voting Power:  
-0-

---

7. Sole Dispositive Power:  
-0-

---

8. Shared Dispositive Power:  
10,000

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,861,900

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11.

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Percent of Class Represented by Amount in Row (9):  
6.4%(1)

---

12. Type of Reporting Person:  
IN

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- (1) Calculated based on 44,787,628 shares of Stamps.com Inc.'s Common Stock outstanding as of November 7, 2003, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2003 and filed with the Securities and Exchange Commission on November 13, 2003.

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1. Name of Reporting Person: Douglas Family Trust (1) I.R.S. Identification Nos. of above persons (entities only):

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2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

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3. SEC Use Only:

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4. Citizenship or Place of Organization: California

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
945,732

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6. Shared Voting Power:  
-0-

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7. Sole Dispositive Power:  
-0-

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8. Shared Dispositive Power:  
945,732

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9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,861,900

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

---

11.



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Percent of Class Represented by Amount in Row (9):  
6.4%(2)

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12. Type of Reporting Person:  
OO

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- (1) James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are co-trustees.
- (2) Calculated based on 44,787,628 shares of Stamps.com Inc.'s Common Stock outstanding as of November 7, 2003, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2003 and filed with the Securities and Exchange Commission on November 13, 2003.

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1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):  
James Douglas and Jean Douglas Irrevocable  
Descendants Trust (1)

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2. Check the Appropriate Box if a Member of a Group:  
(a)   
(b)

---

3. SEC Use Only:

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4. Citizenship or Place of Organization:  
California

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power:  
-0-

---

6. Shared Voting Power:  
935,834

---

7. Sole Dispositive Power:  
-0-

---

8. Shared Dispositive Power:  
935,834

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
2,861,900

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):  
6.4%(2)

---

12. Type of Reporting Person:  
OO

---

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.
- (2) Calculated based on 44,787,628 shares of Stamps.com Inc.'s Common Stock outstanding as of November 7, 2003, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2003 and filed with the Securities and Exchange Commission on November 13, 2003.

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**Item 1.**

- (a) Name of Issuer:  
Stamps.com Inc.
- (b) Address of Issuer's Principal Executive Offices:  
3420 Ocean Park Boulevard, Suite 1040  
Santa Monica, California 90405

**Item 2.**

- (1)(a) NAME OF PERSONS FILING:  
Kevin Douglas  
James E. Douglas, III
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
1101 Fifth Avenue, Suite 360  
San Rafael, California 94901
- (c) CITIZENSHIP:  
United States
- (d) TITLE OF CLASS OF SECURITIES:  
Common Stock
- (e) CUSIP NUMBER:  
852857101
- (2)(a) NAME OF PERSONS FILING:  
Douglas Family Trust  
James Douglas and Jean Douglas Irrevocable Descendants Trust
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
1101 Fifth Avenue, Suite 360  
San Rafael, California 94901
- (c) CITIZENSHIP:  
California
- (d) TITLE OF CLASS OF SECURITIES:  
Common Stock
- (e) CUSIP NUMBER:  
852857101

**Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 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).

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- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

**Item 4. Ownership**

Reference is made to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G, which Rows are incorporated by reference herein. According to Stamps.com Inc.'s quarterly report on Form 10-Q for the quarter ended September 30, 2003, as filed with the Securities and Exchange Commission on November 13, 2003, there were 44,787,628 shares of its Common Stock outstanding as of November 7, 2003. As of the date of filing of this Schedule 13G, the following Reporting Persons hold directly the following number of shares of Stamps.com Inc.'s Common Stock:

<b>REPORTING PERSON</b>	<b>COMMON STOCK DIRECTLY HELD</b>
Kevin Douglas (1)	970,334
James E. Douglas, III	10,000
Douglas Family Trust	945,732
James Douglas and Jean Douglas Irrevocable Descendants Trust	935,834
<b>Total</b>	<b>2,861,900</b>

(1) As referenced above, Kevin Douglas and his wife, Michelle Douglas, hold 970,334 shares both directly and jointly.

Each of the Reporting Persons may be deemed a member of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a group, the filing of this Schedule 13G shall not be construed as an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

**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**

Not applicable.

**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**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**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.

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

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Kevin Douglas

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

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James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

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By: James E. Douglas, Jr.  
Title: Trustee

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

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By: Jean A. Douglas  
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS  
IRREVOCABLE DESCENDANTS TRUST

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

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By: Kevin Douglas  
Title: Trustee

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

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By: Michelle Douglas  
Title: Trustee



**EXHIBIT A**

**JOINT FILING AGREEMENT**

This Joint Filing Agreement (this Agreement ) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares of Stamps.com Inc. s Common Stock is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

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Kevin Douglas

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

---

James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

---

By: James E. Douglas, Jr.  
Title: Trustee

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

---

By: Jean A. Douglas  
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS  
IRREVOCABLE DESCENDANTS TRUST

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

---

By: Kevin Douglas  
Title: Trustee

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

---

By: Michelle Douglas  
Title: Trustee