

Edgar Filing: ALTIRIS INC - Form SC 13D/A

ALTIRIS INC  
Form SC 13D/A  
August 05, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D  
(RULE 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 1)

ALTIRIS, INC.

-----  
(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

02148M 10 0

-----  
(CUSIP Number)

Carla S. Newell  
c/o Technology Crossover Ventures  
528 Ramona Street  
Palo Alto, California 94301  
(650) 614-8200

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

COPY TO:

Eleanor Cornish, Esq.  
c/o Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP  
610 Lincoln Street Waltham, MA 02451  
(781) 795-3554

July 31, 2002

(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 which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

(Continued on following pages)

(1) Name of Reporting Person

TCV IV, L.P.  
See item 2 for identification of the General Partner  
-----

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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

AF, OO

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

(6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power 5,376,196 SHARES OF COMMON STOCK (A)
	(8)	Shared Voting Power -0- SHARES OF COMMON STOCK
	(9)	Sole Dispositive Power 5,376,196 SHARES OF COMMON STOCK (A)
	(10)	Shared Dispositive Power -0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

5,376,196 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain  
Shares [X]

(13) Percent of Class Represented by Amount in Row (11)

27.16%

(14) Type of Reporting Person

PN

(A) Please see Item 5.

(1) Name of Reporting Person

TCV IV Strategic Partners, L.P.

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See item 2 for identification of the General Partner

- (2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Source of Funds

AF, 00

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

(6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power 200,471 SHARES OF COMMON STOCK(A)
	(8)	Shared Voting Power -0- SHARES OF COMMON STOCK
	(9)	Sole Dispositive Power 200,471 SHARES OF COMMON STOCK(A)
	(10)	Shared Dispositive Power -0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

200,471 SHARES OF COMMON STOCK(A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain  
Shares [X]

(13) Percent of Class Represented by Amount in Row (11)

1.01%

(14) Type of Reporting Person

PN

(A) Please see Item 5.

(1) Name of Reporting Person

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Technology Crossover Management IV, L.L.C.  
See item 2 for identification of the Managing Members

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]

(3) SEC Use Only

(4) Source of Funds

AF, OO

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]

(6) Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power 5,576,667 SHARES OF COMMON STOCK (A)
	(8) Shared Voting Power -0- SHARES OF COMMON STOCK
	(9) Sole Dispositive Power 5,576,667 SHARES OF COMMON STOCK (A)
	(10) Shared Dispositive Power -0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

5,576,667 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain Shares [ ]

(13) Percent of Class Represented by Amount in Row (11)

28.17%

(14) Type of Reporting Person

OO

(A) Please see Item 5.

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(1) Name of Reporting Person  
JAY C. HOAG  
-----

(2) Check the Appropriate Box if a Member of a Group (a) [ ]  
(b) [X]  
-----

(3) SEC Use Only  
-----

(4) Source of Funds  
AF, OO  
-----

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e) [ ]  
-----

(6) Citizenship or Place of Organization  
UNITED STATES CITIZEN  
-----

Number of Shares Beneficially Owned by Each Reporting Person With	(7) Sole Voting Power -0- SHARES OF COMMON STOCK -----
	(8) Shared Voting Power 5,576,667 SHARES OF COMMON STOCK (A) -----
	(9) Sole Dispositive Power 5,576,667 SHARES OF COMMON STOCK (A) -----
	(10) Shared Dispositive Power -0- SHARES OF COMMON STOCK -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
5,576,667 SHARES OF COMMON STOCK (A)  
-----

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain  
Shares [ ]  
-----

(13) Percent of Class Represented by Amount in Row (11)  
28.17%  
-----

(14) Type of Reporting Person  
IN  
-----

(A) Please see Item 5.

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(1) Name of Reporting Person

RICHARD H. KIMBALL

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

(a) [ ]

(b) [X]

(3) SEC Use Only

(4) Source of Funds

AF, OO

(5) Check Box if Disclosure of Legal Proceedings  
is Required Pursuant to Items 2(d) or 2(e)

[ ]

(6) Citizenship or Place of Organization

UNITED STATES CITIZEN

Number of Shares Beneficially Owned by Each Reporting Person With	(7)	Sole Voting Power -0- SHARES OF COMMON STOCK
	(8)	Shared Voting Power 5,576,667 SHARES OF COMMON STOCK (A)
	(9)	Sole Dispositive Power 5,576,667 SHARES OF COMMON STOCK (A)
	(10)	Shared Dispositive Power -0- SHARES OF COMMON STOCK

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

5,576,667 SHARES OF COMMON STOCK (A)

(12) Check Box if Aggregate Amount in Row (11) Excludes Certain  
Shares

[ ]

(13) Percent of Class Represented by Amount in Row (11)

28.17%

(14) Type of Reporting Person

IN

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(A) Please see Item 5.

## ITEM 1. SECURITY AND ISSUER.

This statement relates to shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Altiris, Inc., a Delaware corporation ("Altiris" or the "Company"). The Company's principal executive offices are located at 588 West 400 South Lindon, Utah 84042.

## ITEM 2. IDENTITY AND BACKGROUND.

(a)-(c), (f). This statement is being filed by (1) TCV IV, L.P., a Delaware limited partnership ("TCV IV"), (2) TCV IV Strategic Partners, L.P., a Delaware limited partnership ("Strategic Partners IV"), (3) Technology Crossover Management IV, L.L.C., a Delaware limited liability company ("Management IV"), (4) Jay C. Hoag ("Mr. Hoag") and (5) Richard H. Kimball ("Mr. Kimball"). TCV IV, Strategic Partners IV, Management IV, Mr. Hoag and Mr. Kimball are sometimes collectively referred to herein as the "Reporting Persons." The agreement among the Reporting Persons relating to the joint filing of this statement is attached as Exhibit 1 hereto.

TCV IV, Strategic Partners IV and Management IV are each principally engaged in the business of investing in securities of privately and publicly held companies. Management IV is the sole general partner of TCV IV and Strategic Partners IV. The address of the principal business and office of each of TCV IV, Strategic Partners IV and Management IV is 528 Ramona Street, Palo Alto, California 94301.

Mr. Hoag and Mr. Kimball are the managing members of Management IV. Mr. Hoag and Mr. Kimball are each United States citizens, and the present principal occupation of each is a venture capital investor. The business address of each of Mr. Hoag and Mr. Kimball is 528 Ramona Street, Palo Alto, California 94301.

(d), (e). During the last five years, none of TCV IV, Strategic Partners IV, Management IV, Mr. Hoag or Mr. Kimball has (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

## ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

TCV IV and Strategic Partners IV purchased the following shares of the Company's Common Stock in the open market (the "Market Shares"):

Name of Investor	Date	Shares Acquired	Price per Share
TCV IV	7/29/02	120,506	\$5.8346
Strategic Partners IV	7/29/02	4,494	\$5.8346
TCV IV	7/30/02	12,533	\$6.1494
Strategic Partners IV	7/30/02	467	\$6.1494
TCV IV	7/31/02	83,873	\$6.1749

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Strategic Partners IV	7/31/02	3,127	\$6.1749
TCV IV	8/1/02	96,405	\$6.0250
Strategic Partners IV	8/1/02	3,595	\$6.0250
TCV IV	8/2/02	78,088	\$5.9971
Strategic Partners IV	8/2/02	2,912	\$5.9971

The source of funds for the acquisition of the Market Shares by TCV IV and Strategic Partners IV was capital contributions from their respective partners.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons acquired the Market Shares for investment purposes. Depending on the factors discussed herein, the Reporting Persons may, from time to time, acquire additional shares of Common Stock and/or retain and/or sell all or a portion of the Market Shares in the open market or in privately negotiated transactions. Any actions the Reporting Persons might undertake will be dependent upon the Reporting Persons' review of numerous factors, including, among other things, the price levels of the Common Stock; general market and economic conditions; ongoing evaluation of the Company's business, financial condition, operations and prospects; the relative attractiveness of alternative business and investment opportunities; and other future developments.

Except as set forth above and as set forth in the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities, filed May 24, 2002 (which is incorporated by reference herein), the Reporting Persons have no present plans or intentions which would result in or relate to any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a), (b). As of the close of business on August 2, 2002, TCV IV and Strategic Partners IV owned directly the 5,576,667 shares as follows:

Name of Investor	Number of Total Shares	Percentage of Outstanding Shares (a)
TCV IV	5,376,196	27.16%
Strategic Partners IV	200,471	1.01%

(a) all percentages in this table are based on the 19,795,933 shares of Common Stock of the Company outstanding, as reported on the Company's 424(b)4 filed with the Securities and Exchange Commission on May 23, 2002.

Each of TCV IV and Strategic Partners IV (together the "TCV IV Funds") has the sole power to dispose or direct the disposition of the Market Shares. Each of the TCV IV Funds has the sole power to direct the vote of its respective Market Shares. Management IV, as the sole general partner of TCV IV and Strategic Partners IV, may also be deemed to have the sole power to dispose or direct the disposition of the Market Shares and direct the vote of the Market Shares. Management IV disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.



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Messrs. Hoag and Kimball are the managing members of Management IV. Under the operating agreement of Management IV, each of Messrs. Hoag and Kimball have the independent power to cause the funds managed by Management IV to buy and sell securities of publicly traded portfolio companies; however, in general, they must act by unanimous consent with respect to all other matters, including directing the voting of such securities. As a result, each of Messrs. Hoag and Kimball may be deemed to each have the sole power to dispose or direct the disposition of the Market Shares held by TCV IV Funds and the shared power to direct the vote of the Market Shares held by TCV IV Funds. Messrs. Hoag and Kimball disclaim beneficial ownership of the securities owned by TCV IV Funds except to the extent of their pecuniary interest therein.

The Reporting Persons may be deemed to be acting as a group in relation to their respective holdings in the Company but do not affirm the existence of any such group.

Except as set forth in this Item 5(a) - (b), each of the Reporting Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Reporting Person.

(c). Except as set forth herein, none of the Reporting Persons has effected any transaction in the Common Stock during the past 60 days.

(d). Not applicable.

(e). Not applicable.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as set forth herein and as set forth in the Reporting Persons' initial statement on Schedule 13D with respect to the Company's securities, filed May 24, 2002 (which is incorporated by reference herein), none of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of Company, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Joint Filing Agreement (incorporated by reference from Exhibit 1 to the Schedule 13D relating to the common stock of Altiris, Inc. filed on May 24, 2002)

Exhibit 2 Statement Appointing Designated Filer and Authorized Signatories dated November 5, 2001 (incorporated by reference from Exhibit A to the Schedule 13D/A relating to the common stock of Digital Generation Systems, Inc. filed on March 21, 2002)

### SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 2, 2002

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TCV IV, L.P.

By: /s/ Carla S. Newell

-----  
Name: Carla S. Newell  
Its: Authorized Signatory

TCV IV STRATEGIC PARTNERS, L.P.

By: /s/ Carla S. Newell

-----  
Name: Carla S. Newell  
Its: Authorized Signatory

TECHNOLOGY CROSSOVER MANAGEMENT IV, L.L.C.

By: /s/ Carla S. Newell

-----  
Name: Carla S. Newell  
Its: Authorized Signatory

JAY C. HOAG

/s/ Carla S. Newell

-----  
By: Carla S. Newell, Authorized Signatory

RICHARD H. KIMBALL

/s/ Carla S. Newell

-----  
By: Carla S. Newell, Authorized Signatory

EXHIBIT INDEX

- |           |                                                                                                                                                                                                                                                   |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Exhibit 1 | Joint Filing Agreement (incorporated by reference from Exhibit 1 to the Schedule 13D relating to the common stock of Altiris, Inc. filed on May 24, 2002)                                                                                         |
| Exhibit 2 | Statement Appointing Designated Filer and Authorized Signatories dated November 5, 2001 (incorporated by reference from Exhibit A to the Schedule 13D/A relating to the common stock of Digital Generation Systems, Inc. filed on March 21, 2002) |