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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Fund III, L.P. ("The Fund") F13-3737427
MGP Advisers Limited Partnership* ("MGP") F13-3263120

(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

Delaware

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse
SHARES

BENEFICIALLY (6) SHARED VOTING POWER None
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse
REPORTING

PERSON WITH: (8) SHARED DISPOSITIVE POWER None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

375,000 (all warrants)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.8

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA

* AWM Investment Company, Inc., a Delaware corporaiton is the General Partner of this entity.

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Private Equity Fund, L.P. F13-3916551
("SSPE")
MG Advisers L.L.C. ("MG") F13-3916549

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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- (a) | |
- (b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse
SHARES -----
BENEFICIALLY (6) SHARED VOTING POWER None
OWNED BY -----
EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse
REPORTING -----
PERSON WITH: (8) SHARED DISPOSITIVE POWER None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

250,000 (all warrants)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA

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(1) NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Cayman Fund, L.P. ("CAY") 98-0132442
AWM Investment Comapny, Inc. ("AWM") 11-3086452

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

- (a) | |
- (b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Cayman Islands, Delaware

| | | |
|--|------------------------------|----------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (5) SOLE VOTING POWER | See Marxe/Greenhouse |
| | (6) SHARED VOTING POWER | None |
| | (7) SOLE DISPOSITIVE POWER | See Marxe/Greenhouse |
| | (8) SHARED DISPOSITIVE POWER | None |

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON
125,000 (all warrants)

(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

.6

(12) TYPE OF REPORTING PERSON*

IV/IA

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Technology Fund, L.P. ("SST")
F13-3937585
SST Advisers LLC ("SSTA") F13-3937583

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) | |
(b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|--|------------------------------|----------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | (5) SOLE VOTING POWER | See Marxe/Greenhouse |
| | (6) SHARED VOTING POWER | None |
| | (7) SOLE DISPOSITIVE POWER | See Marxe/Greenhouse |
| | (8) SHARED DISPOSITIVE POWER | None |

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(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

250,000 (all warrants)

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.2

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA

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(1) NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Austin W. Marx
David M. Greenhouse

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(a) | |
(b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF (5) SOLE VOTING POWER 1,000,000
SHARES
BENEFICIALLY (6) SHARED VOTING POWER None
OWNED BY
EACH (7) SOLE DISPOSITIVE POWER 1,000,000
REPORTING
PERSON WITH: (8) SHARED DISPOSITIVE POWER None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

1,000,000 (all warrants)

(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

4.7

(12) TYPE OF REPORTING PERSON*

IN

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Item 1.

(a) Name of Issuer: Burst.com, Inc.

(b) Address of Issuer's Principal Executive Offices:

500 Sabsome Street, Ste 503, San Francisco, CA 94111

Item 2.

(a) Name of Person Filing: This statement is filed on behalf of (i) Special Situations Fund III , L.P., a Delaware limited partnership ("SSF III"); (ii) Special Situations Private Equity Fund, L.P., a Delaware limited partnership ("SSPE") (iii) Special Situations Cayman Fund, L.P. , a Cayman Islands limited partnership (the "Cayman Fund"); (iv) Special Situations Technology Fund, L.P., a Delaware limited partnership ("SST"); (v) MGP Advisers Limited Partnership, a Delaware limited partnership, ("MGP"); (vi) MG Advisers L.L.C., a New York limited liability company ("MG"); (vii) AWM Investment Company, Inc., a Delaware corporation ("AWM"); (viii) SST Advisers L.L.C., a Delaware limited liability company ("SSTA"); (ix) Austin W. Marxe and (x) David Greenhouse. Each of the foregoing is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons."

(b) Address of Principal Business Office or, if none, Residence: The principal office and business address of the Reporting Persons, other than the Cayman Fund, is 153 East 53 Street, New York, New York 10022. The principal office and business address of the Cayman Fund is c/o CIBC Bank and Trust

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Company (Cayman) Limited, CIBC Bank Building, P.O. Box 694, Grand Cayman, Cayman Islands, British West Indies.

(c) Citizenship: SSF III, SSPE, SST, and MGP are Delaware limited partnerships. MG is a New York limited liability company. AWM is a Delaware corporation and SSTA is a Delaware limited liability company. The Cayman Fund was formed under the laws of the Cayman Island. Austin W. Marxe and David M. Greenhouse are United States citizens.

The principal business of SSF III, SSPE, SST and the Cayman Fund (individually, a "Fund" and, collectively, the "Funds") is to invest in, sell, convey, transfer, exchange and otherwise trade in principally equity and equity related securities. The principal business of MGP is to act as general partner of and investment adviser to SSF III. The

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principal business of MG is to act as the general partner of and the investment adviser to SSPE. The principal business of SSTA is to act as general partner of and investment adviser to SST. The principal business of AWM is to act as general partner of MGP and general partner of and investment adviser to the Cayman Fund. MGP, MG, SSTA and AWM are referred to herein, individually, as an "Adviser" and, collectively, as the "Advisers." The principal occupation of Austin W. Marxe and David Greenhouse is to serve as officers, directors and members or principal shareholders of the Advisers.

2(d) Title of Class of Securities: See cover sheets.

(e) CUSIP Number: See cover sheets.

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

- (a) Broker or Dealer registered under section 15 of the Act;
- (b) Bank as defined in section 3(a) (6) of the Act;
- (c) Insurance Company as defined in section 3(a) (19) of the Act;
- (d) Investment Company registered under section 8 of the Investment Company Act of 1940;
- (e) An Investment Adviser in accordance with §240.13d-1(b) (I) (ii) (E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b) (I) (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;
- (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;
- (j) Group, in accordance with §240.13d-1(b) (1) (ii) (J).

See Exhibit A attached hereto.

Item 4. Ownership:

(a) Amount Beneficially Owned: 1,000,000 shares of Common Stock are beneficially owned by Austin W. Marxe and David

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Greenhouse; of which 375,000 warrants are owned by SSF III, 250,000 warrants are owned by SSPE, 125,000 warrants are owned by CAY, and 250,000 warrants are owned by SST.

(b) Percent of Class: 4.7 percent of the Common Stock are beneficially owned by Austin Marxe and David Greenhouse. 1.8 percent of the Common Stock are beneficially owned by SSF III, 1.2 percent are beneficially owned by SSPE, .6 percent are owned by the Cayman Fund, and 1.2 percent of the common stock are owned by SST.

(c) Number of Shares as to which the person has Rights to Vote and/or Dispose of Securities: SSF III, SSPE, CAY, SST, MGP, MG, AWM and SSTA have sole power to vote or to direct the vote and to dispose or to direct the disposition of all securities reported hereby which are respectively beneficially owned by each Fund and its Adviser.

Austin Marxe and David Greenhouse have shared power to vote or to direct the vote of and to dispose or to direct the disposition of securities reported hereby which are beneficially owned by Austin Marxe and David Greenhouse by virtue of being Executive Officers of the Investment Advisers.

Item 5. Ownership of Five Percent or Less of a Class: If

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this statement is being filed to report the fact that as of

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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 x .

Item 6. Ownership of More than Five Percent on Behalf of Another Person: SSF III, SSPE, CAY and SST, as owners of the securities in question, have the right to receive any dividends from, or proceeds from the sale of, such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on By the Parent Holding Company: See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices 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 acquired and are held in the ordinary course of business and 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.

Dated: February 12, 2001

SPECIAL SITUATIONS FUND III, L.P.

By: /s/ Austin W. Marxe
Austin W. Marxe
Managing Director

MGP ADVISERS LIMITED PARTERSHIP

By: /s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

SPECIAL SITUATIONS PRIVATE EQUITY FUND, L.P.

By: /s/ Austin W. Marxe
Austin W. Marxe

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President and Chief Executive Officer

MG ADVISERS, L.L.C.

By:/s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

SPECIAL SITUATIONS CAYMAN FUND, L.P.

By: /s/ Austin W. Marxe
Austin W. Marxe
Managing Director

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AWM INVESTMENT COMPANY, INC.

By: /s/ Austin W. Marxe
Austin W. Marxe
President and CEO

SPECIAL SITUATIONS TECHNOLOGY FUND, L.P.

By:/s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

SST ADVISERS, L.L.C.

By:/s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

/s/ Austin W. Marxe
AUSTIN W. MARXE

/s/David M Greenhouse

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EXHIBIT A

This Exhibit explains the relationship between the Reporting Persons. MGP Advisers Limited Partnership (MGP), a Delaware limited partnership, is the general partner of the Special Situations Fund III, L.P., a Delaware Limited Partnership. AWM Investment Company, Inc., a Delaware corporation, is the general partner of MGP and the general partner of and investment adviser to the Cayman Fund. MG Advisers, L.L.C. is the general partner of and investment adviser to the Special Situations Private Equity Fund, L.P.. SST Adviser, L.L.C. is the general partner of and investment adviser to Special Situations Technology Fund, L.P.. Austin W. Marx and David M. Greenhouse are the principal owners of MGP, MG, AWM and SSTA and are principally responsible for the selection, acquisition and disposition of the portfolios securities by the investment advisers on behalf of their Fund.