

PARK WILLIAM C
Form SC 13G/A
February 12, 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. 3)*

Digital Impact, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

25385 G 10 6

(Cusip Number)

December 31, 2003

(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 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).

13G

CUSIP No. 25385 G 10 6

1. Name of Reporting Person: William Park
I.R.S. Identification Nos. of above persons (entities only):

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

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
USA

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
3,335,428

6. Shared Voting Power:
none

7. Sole Dispositive Power:
3,335,428

8. Shared Dispositive Power:
none

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
3,335,428

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):
10.0%

12. Type of Reporting Person:
IN

Item 1.

(a) Name of Issuer

Digital Impact, Inc.

(b) Address of Issuer's Principal Executive Offices
177 Bovet Road, Suite 200
San Mateo, CA 94402

Item 2.

(a) Name of Person Filing

William Park

(b) Address of Principal Business Office or, if none, Residence
177 Bovet Road, Suite 200
San Mateo, CA 94402

(c) Citizenship

USA

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

25385 G 10 6

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:

Not Applicable

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.

(a) Amount beneficially owned: 3,335,428

(b) Percent of class: 10.0

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 3,335,428

(ii) Shared power to vote or to direct the vote none

(iii) Sole power to dispose or to direct the disposition of 3,335,428

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(iv) Shared power to dispose or to direct the disposition of none

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d3(d)(1).

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

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

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.

February 10, 2004

Date

/s/ William Park

Signature

William Park, CEO and Chairman of the Board

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement; provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)