

ALTIGEN COMMUNICATIONS INC

Form SC 13D/A

February 16, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13D  
(Amendment No. 9)\*  
Under the Securities Exchange Act of 1934

AltiGen Communications, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

021489109

(CUSIP Number)

Eric D. Wanger  
Wanger Investment Management, Inc.  
401 North Michigan Avenue, Suite 1301  
Chicago, Illinois 60611  
(312) 245-8000

Brian B. Gilbert, Esq.  
Gould & Ratner LLP  
222 N. LaSalle Street, Suite 800  
Chicago, Illinois 60601  
(312) 236-3003

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

February 15, 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. [ ]

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

\*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 disclosures provided in a prior cover page.

The information required on 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 ("Act") 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).

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1. Names of Reporting Persons.

Wanger Investment Management, Inc.

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

(a)

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- (b) X
3. SEC Use Only:
  4. Source of Funds (See Instructions): AF
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
  6. Citizenship or Place of Organization: Illinois
  7. Sole Voting Power: 0
  8. Shared Voting Power: 781,095
  9. Sole Dispositive Power: 0
  10. Shared Dispositive Power: 781,095
  11. Aggregate Amount Beneficially Owned by Each Reporting Person: 781,095
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
  13. Percent of Class Represented by Amount in Row (11): 4.735%
  14. Type of Reporting Person (See Instructions): IA CO

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1. Names of Reporting Persons.  
Wanger Long Term Opportunity Fund II, LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(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: Delaware
7. Sole Voting Power: 0
8. Shared Voting Power: 781,095
9. Sole Dispositive Power: 0
10. Shared Dispositive Power: 781,095
11. Aggregate Amount Beneficially Owned by Each Reporting Person: 781,095
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11): 4.735%
14. Type of Reporting Person (See Instructions): OO PN

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1. Names of Reporting Persons.  
WLTOF GP LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions):  
(a)  
(b) X
3. SEC Use Only:
4. Source of Funds (See Instructions): AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
6. Citizenship or Place of Organization: Delaware
7. Sole Voting Power: 0
8. Shared Voting Power: 781,095
9. Sole Dispositive Power: 0
10. Shared Dispositive Power: 781,095
11. Aggregate Amount Beneficially Owned by Each Reporting Person: 781,095
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11): 4.735%
14. Type of Reporting Person (See Instructions): HC

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1. Names of Reporting Person.  
ERIC D. WANGER
2. Check the Appropriate Box if a Member of a Group (See Instructions):
  - (a)
  - (b) X
3. SEC Use Only:
4. Source of Funds (See Instructions): PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
6. Citizenship or Place of Organization: USA
7. Sole Voting Power: 0
8. Shared Voting Power: 781,095
9. Sole Dispositive Power: 0
10. Shared Dispositive Power: 781,095
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
781,095
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11): 4.735%
14. Type of Reporting Person (See Instructions): IN

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This Amendment No. 9 to Schedule 13D amends and supplements the Schedule 13D filed by the Reporting Persons with respect to the Common Stock, par value \$0.001 (the "Common Stock"), of AltiGen Communications, Inc. (the "Issuer"). Except as set forth below, all previous Items remain unchanged. Capitalized terms used herein but not defined herein shall have the meanings given to them in the Schedule 13D, as amended, filed with the Securities and Exchange Commission.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a) To the knowledge of the Reporting Persons, there were 16,494,758 shares of Common Stock outstanding as of December 9, 2010, based on the Issuer's Annual Report on Form 10-K for the period ending September 30, 2010. The Reporting Persons beneficially own 781,095 shares of Common Stock. Based upon the foregoing, the 781,095 shares reported herein as beneficially owned by the Reporting Persons constitute 4.735% of the outstanding shares of Common Stock. Such shares consist of 781,095 shares of Common Stock held of record by WLTOF.

(b) WLTOF has shared voting and dispositive power with respect to, and is the record owner of, 781,095 shares of Common Stock and accordingly is deemed to be the beneficial owner of such Common Stock for purposes of Section 13(d) of the Act.

WIM is a registered investment advisor and manages investment portfolios for clients, including WLTOF. In this capacity, WIM has shared voting and dispositive power over the Common Stock held by WLTOF and, accordingly, is deemed to be the beneficial owner of such Common Stock for purposes of Section 13(d) of the Act. Except for such deemed beneficial ownership, WIM does not own any Common Stock or other equity securities of the Issuer. WIM disclaims beneficial ownership of the shares of Common Stock reported hereunder.

GP is the general partner of WLTOF. In that capacity, GP has shared voting and dispositive power over the Common Stock held by WLTOF and, accordingly, is deemed to be the beneficial owner of 781,095 shares of Common Stock beneficially owned by WLTOF, for purposes of Section 13(d) of the Act. Except for such deemed beneficial ownership, GP does not own any Common Stock or other equity securities of the Issuer. GP disclaims beneficial ownership of the shares of Common Stock reported hereunder, except to the extent of its beneficial interest in WLTOF. Wanger is the President of WIM and the managing member of GP. In those capacities, Wanger has shared voting and dispositive power over the Common Stock held by WLTOF and, accordingly, is deemed to be the



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In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, each of the undersigned does hereby consent and agree to the joint filing on behalf of each of them of a Statement on Schedule 13D and all amendments thereto with respect to AltiGen Communications, Inc. common stock, par value \$0.001 per share, beneficially owned by each of them, and to the inclusion of this Joint Filing Agreement as an exhibit thereto.

Date: February 15, 2011

WANGER INVESTMENT MANAGEMENT, INC.

By:     /s/ Eric D. Wanger                                      
Eric D. Wanger, President

WANGER LONG TERM OPPORTUNITY FUND II, LP

By: WLTOF GP LLC, its General Partner

By:     /s/ Eric D. Wanger                                      
Eric D. Wanger, Managing Member

WLTOF GP LLC

By:     /s/ Eric D. Wanger                                      
Eric D. Wanger, Managing Member

    /s/ Eric D. Wanger                                      
Eric D. Wanger