

ST. BERNARD SOFTWARE, INC.
Form SC 13G
August 11, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d)
AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

St. Bernard Software, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

85228F202
(CUSIP Number)

August 2, 2010
(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 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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Exhibit Index Contained on Page 13

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only). ATA Ventures II, L.P. ("ATA Ventures II")	
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	
	5	SOLE VOTING POWER
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,593,562 shares, consisting of (i) 1,213,452 shares of common stock, (ii) a warrant to purchase 117,490 shares of common stock (the "Ventures Warrant"), and (iii) up to 1,525,035 shares of common stock issuable upon the optional conversion of that certain convertible note (the "Ventures Note"), such that after giving effect to any such optional conversion, ATA Ventures II and its affiliates would beneficially own no more than 9.99% of the Issuer's shares of common stock outstanding. ATA Management II, LLC ("ATA Management II"), the general partner of ATA Ventures II, may be deemed to have sole power to vote these shares, and Hatch Graham ("Graham"), Michio Fujimura ("Fujimura") and T. Peter Thomas ("Thomas"), the managing directors of ATA Management II, may be deemed to have shared power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 1,593,562 shares, consisting of (i) 1,213,452 shares of common stock, (ii) the Ventures Warrant and (iii) the Ventures Note. ATA Management II, the general partner of ATA Ventures II, may be deemed to have sole power to dispose of these shares, and Graham, Fujimura and Thomas, the managing directors of ATA Management II, may be deemed to have shared power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,593,562
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)	9.8%
12	TYPE OF REPORTING PERSON (See Instructions)	

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only). ATA Affiliates Fund II, L.P. ("ATA Affiliates II")	
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	
	5	SOLE VOTING POWER 42,156 shares consisting of (i) 18,122 shares of common stock, (ii) a warrant to purchase 1,719 shares of common stock (the "Affiliates Warrant"), and (iii) up to 22,315 shares of common stock issuable upon the optional conversion of that certain convertible note (the "Affiliates Note"), such that after giving effect to any such optional conversion, ATA Affiliates II and its affiliates would beneficially own no more than 9.99% of the Issuer's shares of common stock outstanding. ATA Management II, the general partner of ATA Affiliates II, may be deemed to have sole power to vote these shares, and Graham, Fujimura and Thomas, the managing directors of ATA Management II, may be deemed to have shared power to vote these shares.
	6	SHARED VOTING POWER See response to row 5.
	7	SOLE DISPOSITIVE POWER 42,156 shares, consisting of (i) 18,122 shares of common stock, (ii) the Affiliates Warrant and (iii) the Affiliates Note. ATA Management II, the general partner of ATA Affiliates II, may be deemed to have sole power to dispose of these shares, and Graham, Fujimura and Thomas, the managing directors of ATA Management II, may be deemed to have shared power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	42,156
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) 0.3%	
12	TYPE OF REPORTING PERSON (See Instructions)	

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- 1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
ATA Investment Fund II, L.P. ("ATA Investment II")
- 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
- | | |
|---|--|
| <p>5</p> <p>NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH</p> | <p>SOLE VOTING POWER</p> <p>8,389 shares consisting of (i) 3,625 shares of common stock, (ii) a warrant to purchase 341 shares of common stock (the "Investment Warrant"), and (iii) up to 4,423 shares of common stock issuable upon the optional conversion of that certain convertible note (the "Investment Note"), such that after giving effect to any such optional conversion, ATA Investment II and its affiliates would beneficially own no more than 9.99% of the Issuer's shares of common stock outstanding. ATA Management II, the general partner of ATA Ventures II, may be deemed to have sole power to vote these shares, and Graham, Fujimura and Thomas, the managing directors of ATA Management II, may be deemed to have shared power to vote these shares.</p> |
| <p>6</p> | <p>SHARED VOTING POWER</p> <p>See response to row 5.</p> |
| <p>7</p> | <p>SOLE DISPOSITIVE POWER</p> <p>8,389 shares, consisting of (i) 3,625 shares of common stock, (ii) the Investment Warrant and (iii) the Investment Note. ATA Management II, the general partner of ATA Investment II, may be deemed to have sole power to dispose of these shares, and Graham, Fujimura and Thomas, the managing directors of ATA Management II, may be deemed to have shared power to dispose of these shares.</p> |
| <p>8</p> | <p>SHARED DISPOSITIVE POWER</p> <p>See response to row 7.</p> |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,389
- 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)
0.1%
- 12 TYPE OF REPORTING PERSON (See Instructions)

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).

ATA Management II, LLC

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

5

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

SOLE VOTING POWER

1,617,369 shares consisting of (i) 1,235,199 shares of common stock held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II, (ii) warrants to purchase 119,550 shares of the common stock, held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II (the "ATA Warrants"), and (iii) up to 1,551,773 shares of the common stock issuable upon the optional conversion of those certain convertible notes held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II (the "ATA Notes"), such that after giving effect to any such optional conversion, ATA Management II and its affiliates would beneficially own no more than 9.99% of the Issuer's shares of common stock outstanding. ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to vote these shares, and Graham, Fujimura and Thomas, the managing directors of ATA Management II, may be deemed to have shared power to vote these shares.

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

1,617,369 shares consisting of (i) 1,235,199 shares of common stock held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II, (ii) the ATA Warrants, and (iii) the ATA Notes. ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to dispose of these shares, and Graham, Fujimura and Thomas, the managing directors of ATA Management II, may be deemed to have shared power to dispose of these shares.

8

SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

	REPORTING PERSON	1,617,369
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)	9.9%
12	TYPE OF REPORTING PERSON (See Instructions)	OO

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1	NAME OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).	
	Hatch Graham	
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	
	U.S. Citizen	
	NUMBER OF	5
	SHARES	
	BENEFICIALLY	
	OWNED BY EACH	
	REPORTING	
	PERSON	
	WITH	
	6	SOLE VOTING POWER
		0 shares.
	6	SHARED VOTING POWER
		1,617,369 shares consisting of (i) 1,235,199 shares of common stock held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II, (ii) the ATA Warrants, and (iii) the ATA Notes. ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to vote these shares, and Graham, a managing director of ATA Management II, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER
		0 shares.
	8	SHARED DISPOSITIVE POWER
		1,617,369 shares consisting of (i) 1,235,199 shares of common stock held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II, (ii) the ATA Warrants, and (iii) the ATA Notes. ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to vote these shares, and Graham, a managing director of ATA Management II, may be deemed to have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,617,369
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)	
	9.9%	

12 TYPE OF REPORTING PERSON (See Instructions)
IN

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only). Michio Fujimura	
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 Japanese Citizen	
	5	SOLE VOTING POWER 0 shares.
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	6	SHARED VOTING POWER 1,617,369 shares consisting of (i) 1,235,199 shares of common stock held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II, (ii) the ATA Warrants, and (iii) the ATA Notes. ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to vote these shares, and Fujimura, a managing director of ATA Management II, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER 0 shares.
	8	SHARED DISPOSITIVE POWER 1,617,369 shares consisting of (i) 1,235,199 shares of common stock held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II, (ii) the ATA Warrants, and (iii) the ATA Notes. ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to vote these shares, and Fujimura, a managing director of ATA Management II, may be deemed to have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,617,369
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)	
	9.9%	

12 TYPE OF REPORTING PERSON (See Instructions)
IN

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1	NAME OF REPORTING PERSONS	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).	
	T. Peter Thomas	
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	
	U.S. Citizen	
	NUMBER OF	5
	SHARES	
	BENEFICIALLY	
	OWNED BY EACH	
	REPORTING	
	PERSON	
	WITH	
	6	SOLE VOTING POWER
		0 shares.
	6	SHARED VOTING POWER
		1,617,369 shares consisting of (i) 1,235,199 shares of common stock held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II, (ii) the ATA Warrants, and (iii) the ATA Notes. ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to vote these shares, and Thomas, a managing director of ATA Management II, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER
		0 shares.
	8	SHARED DISPOSITIVE POWER
		1,617,369 shares consisting of (i) 1,235,199 shares of common stock held directly by ATA Ventures II, ATA Affiliates II and ATA Investment II, (ii) the ATA Warrants, and (iii) the ATA Notes. ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to vote these shares, and Thomas, a managing director of ATA Management II, may be deemed to have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,617,369
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)	
	9.9%	

12 TYPE OF REPORTING PERSON (See Instructions)
IN

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ITEM 1(A).

NAME OF ISSUER

St. Bernard Software, Inc.

ITEM 1(B).

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

15015 Avenue of Science
San Diego, CA 92128

United States

ITEM 2(A).

NAME OF PERSONS FILING

This Statement is filed by ATA Ventures II, L.P., a Delaware limited partnership ("ATA Ventures II"), ATA Affiliates Fund II, L.P., a Delaware limited partnership ("ATA Affiliates II"), ATA Investment Fund II, L.P., a Delaware limited partnership ("ATA Investment II") and ATA Management II, LLC, a Delaware limited liability company ("ATA Management II") and Hatch Graham ("Graham"), Michio Fujimura ("Fujimura") and T. Peter Thomas ("Thomas"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

ATA Management II, the general partner of ATA Ventures II, ATA Affiliates II and ATA Investment II, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by ATA Ventures II, ATA Affiliates II and ATA Investment II. Graham, Fujimura and Thomas are managing directors of ATA Management II and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by of ATA Ventures II, ATA Affiliates II and ATA Investment II.

ITEM 2(B).

ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

c/o ATA Management II, LLC
203 Redwood Shores Parkway #550
Redwood City, CA 94065

ITEM 2(C)

CITIZENSHIP

ATA Ventures II, ATA Affiliates II and ATA Investment II are Delaware limited partnerships. ATA Management II is a Delaware limited liability company. Graham and Thomas are United States citizens. Fujimura is a Japanese citizen.

ITEM 2(D) AND (E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 85228F202

ITEM 3.

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.

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

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

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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.

Under certain circumstances, set forth in the limited partnership agreements of ATA Ventures II, ATA Affiliates II and ATA Investment II, and the limited liability company agreement of ATA Management II, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner.

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.

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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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SIGNATURES

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: August 9, 2010

ATA VENTURES II, L.P., by its General Partner
ATA Management II, LLC

ATA AFFILIATES FUND II, L.P., by its General Partner
ATA Management II, LLC

ATA INVESTMENT FUND II, L.P., by its General
Partner
ATA Management II, LLC

ATA MANAGEMENT II, LLC

By: /s/ Hatch Graham
Hatch Graham, Managing Director

GRAHAM

By: /s/ Hatch Graham
Hatch Graham

FUJIMURA

By: /s/ Michio Fujimura
Michio Fujimura

THOMAS

By: /s/ T. Peter Thomas
T. Peter Thomas

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)

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EXHIBIT INDEX

Exhibit

Found on
Sequentially
Numbered Page

Exhibit A: Agreement of Joint Filing

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of St. Bernard Software, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: August 9, 2010

ATA VENTURES II, L.P., by its
General Partner
ATA Management II, LLC

ATA AFFILIATES FUND II, L.P., by
its General Partner
ATA Management II, LLC

ATA INVESTMENT FUND II, L.P., by
its General
Partner
ATA Management II, LLC

ATA MANAGEMENT II, LLC

By: /s/ Hatch Graham
Hatch Graham, Managing
Director

GRAHAM

By: /s/ Hatch Graham
Hatch Graham

FUJIMURA

By: /s/ Michio Fujimura
Michio Fujimura

THOMAS

By: /s/ T. Peter Thomas
T. Peter Thomas

