

PIXELWORKS INC
Form SC 13G/A
February 13, 2002

OMB APPROVAL

OMB Number: 3235-0145
Expires: October 31, 2002
Estimated average burden
hours per response ... 14.90

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

Pixelworks, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

72581M10

(CUSIP Number)

DECEMBER 31, 2001

(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)
/X/ 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 ("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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- ITEM 1 (a). NAME OF ISSUER:
Pixelworks, Inc.
- ITEM 1 (b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
7700 S.W. Mohawk Street, Tualatin, OR 97062
- ITEM 2 (a). NAME OF PERSON FILING:
Battery Ventures IV, L.P. ("Battery Ventures"), Battery Partners IV, LLC ("Battery Partners"), Battery Investment Partners IV, LLC, ("Battery Investment Partners"), Richard D. Frisbie ("Frisbie"), Oliver D. Curme ("Curme"), Thomas J. Crotty ("Crotty"), Kenneth P. Lawler ("Lawler") and Todd A. Dagnes ("Dagnes"). Frisbie, Curme, Crotty, Lawler and Dagnes are the sole member managers of Battery Partners, the sole general partner of Battery Ventures. Battery Investment Partners invests alongside Battery Ventures in all investments made by Battery Ventures. Frisbie is the sole manager of Battery Investment Partners.
- ITEM 2 (b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
The address of the principal business office of each of Battery Ventures, Battery Partners, Battery Investment Partners, Frisbie, Curme, Crotty, Lawler and Dagnes is c/o Battery Ventures, 20 William Street, Wellesley, MA 02481.
- ITEM 2 (c). CITIZENSHIP:
Messrs. Frisbie, Curme, Crotty, Lawler and Dagnes are United States citizens. Battery Ventures is a limited partnership organized under the laws of the State of Delaware. Battery Partners and Battery Investment Partners are limited liability companies organized under the laws of the State of Delaware.
- ITEM 2 (d). TITLE OF CLASS OF SECURITIES:
Common Stock, \$.001 par value
- ITEM 2 (e). CUSIP NUMBER
72581M10
- ITEM 4. OWNERSHIP:
NOT APPLICABLE
- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:
Each Reporting Person has ceased to own beneficially more than 5% of the outstanding Common Stock of Pixelworks, Inc.

ALL OTHER ITEMS REPORTED ON THE SCHEDULE 13G DATED AS OF FEBRUARY 13, 2001 AND FILED ON BEHALF OF THE REPORTING PERSONS WITH RESPECT TO THE COMMON STOCK OF PIXELWORKS, INC. REMAIN UNCHANGED.

Page 2 of 5 pages

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.

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Dated: February 13, 2002

BATTERY VENTURES IV, L.P.

By: BATTERY PARTNERS IV, LLC

By: /s/ Richard D. Frisbie

Member Manager

BATTERY PARTNERS IV, LLC

By: /s/ Richard D. Frisbie

Member Manager

BATTERY INVESTMENT PARTNERS IV, LLC

By: /s/ Richard D. Frisbie

Manager

/s/ Richard D. Frisbie

Richard D. Frisbie

*

Oliver D. Curme

*

Thomas J. Crotty

*

Kenneth P. Lawler

*

Todd A. Dagnes

*By: /s/ Richard D. Frisbie

Name: Richard D. Frisbie

Attorney-in-Fact

This Schedule 13G was executed by Richard D. Frisbie or Oliver D. Curme pursuant to Powers of Attorney which are incorporated herein by reference and copies of which are attached hereto as Exhibit II.

EXHIBIT I

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required on Schedule 13G need be filed with respect to ownership by each of the

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undersigned of shares of Common Stock of Pixelworks, Inc.

This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Dated: February 13, 2002

BATTERY VENTURES IV, L.P.

By: BATTERY PARTNERS IV, LLC

By: /s/ Richard D. Frisbie

Member Manager

BATTERY PARTNERS IV, LLC

By: /s/ Richard D. Frisbie

Member Manager

BATTERY INVESTMENT PARTNERS IV, LLC

By: /s/ Richard D. Frisbie

Manager

/s/ Richard D. Frisbie

Richard D. Frisbie

*

Oliver D. Curme

*

Thomas J. Crotty

*

Kenneth P. Lawler

*

Todd A. Dages

*By: /s/ Richard D. Frisbie

Name: Richard D. Frisbie

Attorney-in-Fact

This Agreement was executed by Richard D. Frisbie or Oliver D. Curme pursuant to Powers of Attorney which are incorporated herein by reference and copies of which are attached hereto as Exhibit II.

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Oliver D. Curme and Richard D. Frisbie, and each of them, with full power to act without the other, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and document that may be necessary, desirable or appropriate to be executed in his capacity as a general partner of ABF Partners, L.P., ABF Partners II, L.P., and Battery Partners III, L.P., or in his capacity as a member manager of Battery Partners IV, LLC, with respect to securities held by such signatory as a result of his relationship with any of the foregoing entities or with Battery Ventures, L.P., Battery Ventures II, L.P., Battery Ventures III, L.P. or Battery Ventures IV, L.P., pursuant to Section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorneys-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorneys-in-fact, or their substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 14th day of February, 1997.

/s/ Richard D. Frisbie

Richard D. Frisbie

/s/ Robert G. Barrett

Robert G. Barrett

/s/ Howard Anderson

Howard Anderson

/s/ Oliver D. Curme

Oliver D. Curme

/s/ Thomas J. Crotty

Thomas J. Crotty

/s/ Kenneth P. Lawler

Kenneth P. Lawler

/s/ Todd A. Dages

Todd A. Dages

