

STORAGENETWORKS INC  
Form SC 13G/A  
February 14, 2002

UNITED STATES  
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 FULE 13d-2 (b)

(Amendment No. 2)

Storage Networks, Inc.

-----  
(Name of Issuer)

Common Stock, \$.001 par value per share

-----  
(Title of Class of Securities)

86211E 10 3

-----  
(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)

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

Greylock IX Limited Partnership

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES See Item 5  
BENEFICIALLY  
OWNED BY (6) SHARED VOTING POWER  
EACH See Item 5  
REPORTING  
PERSON WITH: (7) SOLE DISPOSITIVE POWER  
See Item 5  
(8) SHARED DISPOSITIVE POWER  
See Item 5

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN [ ]  
SHARES\*

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

See Item 5

(12) TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Greylock IX GP Limited Partnership

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

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(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 Item 5

(6) SHARED VOTING POWER  
See Item 5

(7) SOLE DISPOSITIVE POWER  
See Item 5

(8) SHARED DISPOSITIVE POWER  
See Item 5

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\* [ ]

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

See Item 5

(12) TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

William W. Helman

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

(5) SOLE VOTING POWER

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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

See Item 5

-----

(6) SHARED VOTING POWER

See Item 5

-----

(7) SOLE DISPOSITIVE POWER

See Item 5

-----

(8) SHARED DISPOSITIVE POWER

See Item 5

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

-----

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

-----

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

See Item 5

-----

(12) TYPE OF REPORTING PERSON\*

IN

-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

William S. Kaiser

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

(5) SOLE VOTING POWER

See Item 5

-----

(6) SHARED VOTING POWER

See Item 5

-----

(7) SOLE DISPOSITIVE POWER

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See Item 5

(8) SHARED DISPOSITIVE POWER

See Item 5

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Item 5

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* [ ]

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

See Item 5

(12) TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(a)

NAME OF ISSUER:

Storage Networks, Inc.

ITEM 1(b)

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

100 Fifth Avenue  
Weston, MA 02451

ITEM 2(a)

NAME OF PERSON FILING:

Greylock IX Limited Partnership ("GIXLP"); Greylock IX GP Limited Partnership ("GIXGPLP"), the General Partner of GIXLP; William W. Helman and William S. Kaiser, each Co-Managing General Partners of GIXGPLP (each a "Co-Managing Partner").

ITEM 2(b)

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the reporting persons is:

880 Winter Street  
Waltham, MA 02451

ITEM 2(c)

CITIZENSHIP:

GIXLP is a limited partnership organized under the laws of the State of Delaware. GIXGPLP is a limited partnership organized under the laws of the State of Delaware. Each of Mr. Helman and Mr. Kaiser is a citizen of the United States.

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ITEM 2 (d) TITLE OF CLASS OF SECURITIES:  
Common Stock, par value \$.001 per share (the "Common Stock").

ITEM 2 (e) CUSIP NUMBER:  
86211E 10 3

ITEM 3 DESCRIPTION OF PERSON FILING:  
Not applicable.

ITEM 4 OWNERSHIP:

(a) AMOUNT BENEFICIALLY OWNED:

See Item 5

(b) PERCENT OF CLASS:

GIXLP: See Item 5  
GIXGPLP: See Item 5  
Mr. Helman: See Item 5  
Mr. Kaiser: See Item 5

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(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

(i) sole voting power; (ii) shared voting power; (iii) sole dispositive power; (iv) shared dispositive power:

See Item 5

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

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

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:

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Not applicable.

ITEM 9

NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10

CERTIFICATION:

Not applicable.

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Amendment No. 2 is being filed solely to include signatures that were erroneously omitted from Amendment No. 1 filed 2/13/2002.

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2002.

GREYLOCK IX LIMITED PARTNERSHIP

By: Greylock IX GP Limited Partnership  
General Partner

By: /s/ William W. Helman  
-----

William W. Helman  
Co-Managing General Partner

GREYLOCK IX GP LIMITED PARTNERSHIP

By: /s/ William W. Helman  
-----

William W. Helman  
Co-Managing General Partner

/s/ William W. Helman  
-----

William W. Helman

/s/ William S. Kaiser  
-----

William S. Kaiser

