

ATHEROS COMMUNICATIONS INC
Form SC 13G/A
July 27, 2006

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)
(Amendment No. 2)*

Atheros Communications, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04743P108

(CUSIP Number)

April 27, 2006

(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).

(Continued on following pages)

Page 1 of 9 Pages

CUSIP NO. 04743P108

13 G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

August Capital II, L.P. (August II)

Tax ID Number: 94-3303776

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

[]

(b)

[X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5		SOLE VOTING POWER
SHARES			0 shares.
BENEFICIALLY	6		SHARED VOTING POWER
OWNED BY EACH			0 shares.
REPORTING	7		SOLE DISPOSITIVE POWER
PERSON			0 shares.
	8		SHARED DISPOSITIVE POWER
			0 shares.

9 WITH
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON*

PN

***SEE INSTRUCTIONS BEFORE FILING OUT!**

CUSIP NO. 04743P108

13 G

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

August Capital Strategic Partners II, L.P. (Partners II)

Tax ID Number: 94-3312511

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
		0 shares.
SHARES	6	SHARED VOTING POWER
		0 shares.
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY EACH		0 shares.
	8	SHARED DISPOSITIVE POWER
REPORTING		0 shares.

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON*

PN

***SEE INSTRUCTIONS BEFORE FILING OUT!**

CUSIP NO. 04743P108

13 G

Page 4 of 9 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

August Capital Management II, L.L.C. (ACM II)

Tax ID Number: 94-3303773

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

[]

(b)

[X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		494 shares. Johnston, Marquardt and Rappaport, the members of ACM II, may be deemed to have shared power to vote these shares.
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY EACH		0 shares.
REPORTING	7	SOLE DISPOSITIVE POWER
PERSON		494 shares. Johnston, Marquardt and Rappaport, the members of ACM II, may be deemed to have shared power to vote these shares.
WITH	8	SHARED DISPOSITIVE POWER
		0 shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

494

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON*

OO

***SEE INSTRUCTIONS BEFORE FILING OUT!**

CUSIP NO. 04743P108

13 G

Page 5 of 9 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

John R. Johnston (Johnston)

Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

]

(b)

]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER
		59,623 shares
SHARES	6	SHARED VOTING POWER
		494
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY EACH		59,623 shares
REPORTING	8	SHARED DISPOSITIVE POWER
		494

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

60,117

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILING OUT!**

CUSIP NO. 04743P108

13 G

Page 6 of 9 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

David F. Marquardt (Marquardt)

Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

[]

(b)

[X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER
		33,337 shares
SHARES	6	SHARED VOTING POWER
		494
BENEFICIALLY	7	SOLE DISPOSITIVE POWER
OWNED BY EACH		33,337
	8	SHARED DISPOSITIVE POWER
REPORTING		494

PERSON

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

33,831

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.07%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILING OUT!**

CUSIP NO. 04743P108

13 G

Page 7 of 9 Pages

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Andrew S. Rappaport (Rappaport)

Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

[]

(b)

[X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

NUMBER OF 5
 SHARES

SOLE VOTING POWER
 63,324 shares, including 15,625 shares subject to
 options that are exercisable within 60 days.

BENEFICIALLY 6

SHARED VOTING POWER
 494 shares.

OWNED BY EACH 7

SOLE DISPOSITIVE POWER
 63,324 shares, including 15,625 shares subject to
 options that are exercisable within 60 days.

REPORTING 8
 PERSON

SHARED DISPOSITIVE POWER
 494 shares.

WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

63,818

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON*

IN

***SEE INSTRUCTIONS BEFORE FILING OUT!**

CUSIP NO. 04743P108

13 G

Page 8 of 9 Pages

This Amendment No. 2 amends the Statement on 13(G) (as previously amended, the Original Statement) filed by August Capital II, L.P. (August II), August Capital Strategic Partners II, L.P. (Partners II), August Capital Management II, L.L.C. (ACM II), John R. Johnston (Johnston), David F. Marquardt (Marquardt), and Andrew S. Rappaport (Rappaport). The foregoing entities and individuals are collectively referred to as the Reporting Persons . Only those items as to which there has been a change are included in this Amendment No. 2.

Item 4. Ownership.

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this statement is provided as of April 27, 2005.

- (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 the 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

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: Yes

CUSIP NO. 04743P108

13 G

Page 9 of 9 Pages

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.

Dated July 26, 2006

Entities:

August Capital II, L.P.

August Capital Strategic Partners II, L.P.

August Capital Management II, L.L.C.

By: /s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the above listed entities

Individuals:

John R. Johnston

David F. Marquardt

Andrew S. Rappaport

By: /s/ Mark G. Wilson

Mark G. Wilson, Attorney-in-Fact for the above listed individuals