### BENCHMARK CAPITAL PARTNERS II L P Form SC 13G/A February 14, 2003

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G/A

\_\_\_\_\_

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)\*

Handspring, Inc.

(Name of Issuer)

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Common Stock

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(Title of Class of Securities)

410293104

(CUSIP Number)

December 31, 2002

\_\_\_\_\_

(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 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 18 Pages Exhibit Index Contained on Page 17

CUSIP No. 410293104 Page 2 of 18 Pages \_\_\_\_\_ 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Capital Partners II, L.P. ("BCP II") Tax ID Number: \_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* 2. (a) |\_| (b) |X| \_\_\_\_\_ 3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware \_\_\_\_\_ \_\_\_\_\_ 5 SOLE VOTING POWER 3,783,980 shares, except that Benchmark Capital Management Co. II, L.L.C. ("BCMC II"), the general partner of BCP II, may be deemed to have sole power to NUMBER OF vote these shares, and Alexandre Balkanski SHARES ("Balkanski"), David M. Beirne ("Beirne"), Bruce W. BENEFICIALLY OWNED BY Dunlevie ("Dunlevie"), J. William Gurley ("Gurley"), Kevin R. Harvey ("Harvey"), Robert C. Kagle ("Kagle"), EACH Andrew S. Rachleff ("Rachleff") and Steven M. Spurlock REPORTING ("Spurlock"), the members of BCMC II, may be deemed to PERSON WITH have shared power to vote these shares. \_\_\_\_\_ SHARED VOTING POWER 6 See response to row 5. \_\_\_\_\_ -------7 SOLE DISPOSITIVE POWER 3,783,980 shares, except that BCMC II, the general partner of BCP II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC 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 3,783,980 \_\_\_\_\_ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

	_		
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	2.6%		
12	TYPE OF R	EPORTIN	G PERSON*
	PN		
			*SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP	° No. 41029	3104	Page 3 of 18 Pages
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Benchmark Tax ID Nu		rs' Fund II, L.P. ("BFF II")
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*
			(a)  _  (b)  X
 3	SEC USE O	 NLY	
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION
	Delaware		
		5	SOLE VOTING POWER
SH BENEF OWN	IBER OF IARES 'ICIALLY IED BY		448,028 shares, except that BCMC II, the general partner of BFF II, may be deemed to have sole power to vote these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to vote these shares.
	ACH PORTING	6	SHARED VOTING POWER
	RSON IITH		See response to row 5.
		7	SOLE DISPOSITIVE POWER
			448,028 shares, except that BCMC II, the general partner of BFF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			See response to row 7.
9	ACCRECATE	 ∆M∩IINT	BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	448,028								
10	CHECK BOX 1	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE	 IS*					
	_								
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)						
	0.3%								
12	TYPE OF REE	PORTING	G PERSON*						
	PN								
		*	SEE INSTRUCTION BEFORE FILLING OUT!						
CUSIP	No. 4102931	104	Page 4 of 1	.8 Pages					
1	NAMES OF RE I.R.S. IDEN		IG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Benchmark Founders' Fund II-A, L.P. ("BFF II-A") Tax ID Number:								
2	CHECK THE A	APPROPF		(a)  _  (b)  X					
 3  4	SEC USE ONI		JACE OF ORGANIZATION						
	Delaware								
		5	SOLE VOTING POWER						
SH BENEF OWN	BER OF ARES ICIALLY ED BY ACH		237,632 shares, except that BCMC II, the general of BFF II-A, may be deemed to have sole power these shares, and Balkanski, Beirne, Dunlevie, Harvey, Kagle, Rachleff and Spurlock, the mem BCMC II, may be deemed to have shared power these shares.	to vote Gurley, nbers of to vote					
REP	ORTING RSON	6	SHARED VOTING POWER						
	ITH		See response to row 5.						
		7	SOLE DISPOSITIVE POWER						
			237,632 shares, except that BCMC II, the general of BFF II-A may be deemed to have sole power to	dispose					
			of these shares, and Balkanski, Beirne, Du Gurley, Harvey, Kagle, Rachleff and Spurloc members of BCMC II, may be deemed to have shared to dispose of these shares.	ck, the					
		8	of these shares, and Balkanski, Beirne, Du Gurley, Harvey, Kagle, Rachleff and Spurloo members of BCMC II, may be deemed to have shared	ck, the					

 9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
-	237,632		
 10	·		AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
10		IF INC	AGGREGATE AMOUNT IN ROW (3) EACLODES CERTAIN SHARES"
	_  		
11		' CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	0.2%		
12	TYPE OF RE	EPORTIN	G PERSON*
	PN		
			*SEE INSTRUCTION BEFORE FILLING OUT!
CUSI	P No. 410293	3104	Page 5 of 18 Pages
 1	NAMES OF H	 REPORTI	NG PERSONS
	I.R.S. IDP	ENTIFIC	ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Benchmark Tax ID Nur		s' Fund II, L.P. ("BMF II")
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*
			(a)  _  (b)  X
 3	SEC USE ON	NLY	
 4	CITIZENSH	IP OR P	LACE OF ORGANIZATION
	Delaware		
			SOLE VOTING POWER
		9	
			63,574 shares, except that BCMC II, the general partner of BMF II, may be deemed to have sole power to vote
	MBER OF HARES		these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			BCMC 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
			63,574 shares, except that BCMC II, the general partner
			of BMF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie,
			Gurley, Harvey, Kagle, Rachleff and Spurlock, the
			members of BCMC II, may be deemed to have shared power to dispose of these shares.

#### Edgar Filing: BENCHMARK CAPITAL PARTNERS II L P - Form SC 13G/A 8 SHARED DISPOSITIVE POWER See response to row 7. \_\_\_\_\_ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 63,574 \_\_\_\_\_ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* |\_| \_\_\_\_\_ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0% \_\_\_\_\_ 12 TYPE OF REPORTING PERSON\* ΡN \_\_\_\_\_ \*SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 410293104 Page 6 of 18 Pages \_\_\_\_\_ 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Benchmark Capital Management Co. II, L.L.C. Tax ID Number: \_\_\_\_\_ \_\_\_\_\_ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_| (b) |X| \_\_\_\_\_ 3 SEC USE ONLY \_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware \_\_\_\_\_ SOLE VOTING POWER 5 4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are NUMBER OF directly owned by BMF II. BCMC II, the general partner SHARES BENEFICIALLY of BCP II, BFF II, BFF II-A and BMF II, may be deemed to have sole power to vote these shares, and Balkanski, OWNED BY Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and EACH REPORTING Spurlock, the members of BCMC II, may be deemed to have PERSON shared power to vote these shares. WITH \_\_\_\_\_ \_\_\_\_\_ 6 SHARED VOTING POWER See response to row 5. \_\_\_\_\_ \_\_\_\_\_ 7 SOLE DISPOSITIVE POWER 4,533,214 shares, of which 3,783,980 are directly owned

by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II, the general partner of BCP II, BFF II, BFF II-A and BMF II, may be deemed to have sole power to dispose of these shares, and Balkanski, Beirne, Dunlevie, Gurley, Harvey, Kagle, Rachleff and Spurlock, the members of BCMC II, may be deemed to have shared power to dispose of these shares. \_\_\_\_\_ 8 SHARED DISPOSITIVE POWER See response to row 7. \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 4,533,214 \_\_\_\_\_ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* |\_| \_\_\_\_\_ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 3.1% \_\_\_\_\_ 12 TYPE OF REPORTING PERSON\* 00 \_\_\_\_\_ \*SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 410293104 Page 7 of 18 Pages \_\_\_\_\_ NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Alexandre Balkanski \_\_\_\_\_ 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_| (b) |X| \_\_\_\_\_ 3 SEC USE ONLY \_\_\_\_\_ CITIZENSHIP OR PLACE OF ORGANIZATION 4 French Citizen \_\_\_\_\_ \_\_\_\_\_ 5 SOLE VOTING POWER 11,293 shares, all of which are directly owned by a trust, and Balkanski, as trustee of the trust, may be NUMBER OF deemed to have sole power to vote these shares. SHARES \_\_\_\_\_ BENEFICIALLY 6 SHARED VOTING POWER OWNED BY 4,533,214 shares, of which 3,783,980 are directly owned EACH by BCP II, 448,028 are directly owned by BFF II, 237,632 REPORTING PERSON are directly owned by BFF II-A and 63,574 shares are

	Edgar Filing: BE	NCHMARK CAPITAL PARTNERS II L P - Form SC 13	3G/A	
W	ITH	directly owned by BMF II. BCMC II is the general of BCP II, BFF II, BFF II-A and BMF II, and Ball member of BCMC II, may be deemed to have shared vote these shares.	kansk	i, a
	7	SOLE DISPOSITIVE POWER		
		11,293 shares, all of which are directly or trust, and Balkanski, as trustee of the trust deemed to have sole power to dispose of these sh	, mag	y be
	8	SHARED DISPOSITIVE POWER		
		4,533,214 shares, of which 3,783,980 are direct by BCP II, 448,028 are directly owned by BFF II are directly owned by BFF II-A and 63,574 sl directly owned by BMF II. BCMC II is the general of BCP II, BFF II, BFF II-A and BMF II, and Ball member of BCMC II, may be deemed to have shared dispose of these shares.	, 237 nares l par kansk	,632 are tner i, a
9	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	4,544,507			
10	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	RES*	
	1_1			
 11	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	3.1%			
 12	TYPE OF REPORTING	PERSON*		
	IN			
	*	SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIP	No. 410293104	Page 8 of	18 P	ages 
1	NAMES OF REPORTIN I.R.S. IDENTIFICA	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	David M. Beirne			
2	CHECK THE APPROPR	IATE BOX IF A MEMBER OF A GROUP*		_   X
3	SEC USE ONLY			
4		ACE OF ORGANIZATION		
	U.S. Citizen			
	5	SOLE VOTING POWER		
		0 shares.		

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER			
			4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Beirne, a member of BCMC II, may be deemed to have shared power to vote these shares.			
		7	SOLE DISPOSITIVE POWER			
			0 shares.			
		8	SHARED DISPOSITIVE POWER			
			4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Beirne, a member of BCMC II, may be deemed to have shared power to dispose of these shares.			
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	4,533,214					
10	CHECK BOX I	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	_					
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	3.1%					
12	TYPE OF REE	PORTING	G PERSON*			
	IN					
		*	SEE INSTRUCTION BEFORE FILLING OUT!			
CUSIE	? No. 4102931	04	Page 9 of 18 Pages			
1	NAMES OF RE I.R.S. IDEN		IG PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Bruce W. Du	unlevie				
2	CHECK THE F	APPROPF	ATATE BOX IF A MEMBER OF A GROUP* (a)  _  (b)  X			
3	SEC USE ONI	 ДУ				
4	CITIZENSHIE	P OR PI	ACE OF ORGANIZATION			
	U.S. Citizen					

	5	SOLE VOTING POWER
		485,343 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be
NUMBER OF SHARES		deemed to have sole power to vote these shares.
BENEFICIALLY OWNED BY	6	SHARED VOTING POWER
EACH REPORTING PERSON WITH		4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Dunlevie, a member of BCMC II, may be deemed to have shared power to vote these shares.
	7	SOLE DISPOSITIVE POWER
		485,343 shares, all of which are directly owned by a trust, and Dunlevie, as trustee of the trust, may be deemed to have sole power to dispose of these shares.
	8	SHARED DISPOSITIVE POWER
		4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Dunlevie, a member of BCMC II, may be deemed to have shared power to dispose of these shares.
9 AGGREGA	TE AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,018,5	57	
10 CHECK B	OX IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
_		
11 PERCENT	OF CLASS	REPRESENTED BY AMOUNT IN ROW (9)
3.5%		
12 TYPE OF	REPORTIN	G PERSON*
IN		
		*SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP No. 410		Page 10 of 18 Pages
		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
J. Will	iam Gurle	У
2 CHECK T	HE APPROPI	RIATE BOX IF A MEMBER OF A GROUP*
		(d)

3	SEC USE ONL	 Ү	
4	CITIZENSHIP	OR PI	ACE OF ORGANIZATION
	U.S. Citize	n	
		5	SOLE VOTING POWER
			8,719 shares.
	BER OF Ares	6	SHARED VOTING POWER
OWNI EZ REP( PEJ	ICIALLY ED BY ACH DRTING RSON ITH		4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Gurley, a member of BCMC II, may be deemed to have shared power to vote these shares.
		7	SOLE DISPOSITIVE POWER
			8,719 shares.
		8	SHARED DISPOSITIVE POWER
			4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Gurley a member of BCMC II, may be deemed to have shared power to dispose of these shares.
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,541,933		
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	_		
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	3.1%		
 12	TYPE OF REP	ORTING	; PERSON*
	IN		
		*	SEE INSTRUCTION BEFORE FILLING OUT!
QUOTE	No. 4100001	0.4	
	No. 4102931		Page 11 of 18 Pages
1	NAMES OF RE I.R.S. IDEN		IG PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kevin R. Harvey

2	CHECK THE	APPROF	RIATE BOX IF A MEMBER OF A GROUP*
			(a)  _  (b)  X
3	SEC USE O		
4	CITIZENSH	IP OR F	LACE OF ORGANIZATION
	U.S. Citi	zen	
		5	SOLE VOTING POWER
	IBER OF		117,585 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to vote these shares.
BENEI	HARES FICIALLY	6	SHARED VOTING POWER
H REH PH	ED BY ACH ORTING RSON ITH		4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Harvey, a member of BCMC II, may be deemed to have shared power to vote these shares.
		7	SOLE DISPOSITIVE POWER
			117,585 shares, all of which are directly owned by a trust, and Harvey, as trustee of the trust, may be deemed to have sole power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Harvey, a member of BCMC II, may be deemed to have shared power to dispose of these shares.
9	AGGREGATE	AMOUNI	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,650,799		
10	СНЕСК ВОХ	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	_		
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	3.2%		
12	TYPE OF R	EPORTIN	IG PERSON*

CUSI	P No. 4102931	04		Page	12 of	18 P	ages
1	NAMES OF RE I.R.S. IDEN		IG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	Robert C. F	Kagle					
2	CHECK THE A	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*			(a) (b)	_   X
3	SEC USE ONI	ĽΥ					
4	CITIZENSHIE	 P OR P1	JACE OF ORGANIZATION				
	U.S. Citize	en					
			SOLE VOTING POWER				
	NUMBER OF		274,093 shares, all of which ar several trusts, and Kagle, as trust be deemed to have sole power to vot	ee of	the tru	usts,	-
BENE	HARES FICIALLY	6	SHARED VOTING POWER				
OWNED BY EACH REPORTING PERSON WITH			4,533,214 shares, of which 3,783,9 by BCP II, 448,028 are directly own are directly owned by BFF II-A an directly owned by BMF II. BCMC II i of BCP II, BFF II, BFF II-A and BM member of BCMC II, may be deemed to vote these shares.	ed by d 63, s the F II,	BFF II, 574 sł general and ł	, 237 nares l par Kagle	,632 are tner , a
		7	SOLE DISPOSITIVE POWER				
			274,093 shares, all of which ar several trusts, and Kagle, as trust be deemed to have sole power to dis	ee of	the tru	usts,	may
		8	SHARED DISPOSITIVE POWER				
			4,533,214 shares, of which 3,783,9 by BCP II, 448,028 are directly own are directly owned by BFF II-A an directly owned by BMF II. BCMC II i of BCP II, BFF II, BFF II-A and BM member of BCMC II, may be deemed to dispose of these shares.	ed by 1 d 63, s the F II,	BFF II, 574 sł general and ł	, 237 nares l par Kagle	,632 are tner , a
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	 N		
	4,807,307						
10	CHECK BOX 1	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTA	IN SHAP	RES*	
	_						
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)				

	3.3%		
12	TYPE OF R	EPORTIN	IG PERSON*
	IN		
			*SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP	No. 41029	3104	Page 13 of 18 Page
1			ING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Andrew S.	Rachle	off
2			RIATE BOX IF A MEMBER OF A GROUP* (a)  _ (b)  >
3	SEC USE O		
4	CITIZENSH U.S. Citi		PLACE OF ORGANIZATION
		 5	SOLE VOTING POWER
	BER OF		333,592 shares, all of which are directly owned by trust, and Rachleff, as trustee of the trust, may b deemed to have sole power to vote these shares.
BENEFI	ARES ICIALLY	6	SHARED VOTING POWER
EA REPC PEF	ED BY ACH DRTING RSON ITH		4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,63 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Rachleff, member of BCMC II, may be deemed to have shared power to vote these shares.
		7	SOLE DISPOSITIVE POWER
			333,592 shares, all of which are directly owned by trust, and Rachleff, as trustee of the trust, may b deemed to have sole power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			4,533,214 shares, of which 3,783,980 are directly owned by BCP II, 448,028 are directly owned by BFF II, 237,63 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Rachleff, member of BCMC II, may be deemed to have shared power to

	4,866,806		
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	_		
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	3.4%		
 12	TYPE OF R	EPORTIN	G PERSON*
	IN		
			*SEE INSTRUCTION BEFORE FILLING OUT!
CUSIF	No. 41029	3104	Page 14 of 18 Pages
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Steven M.	Spurlo	ck
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*
			(a)  _  (b)  X
 3	SEC USE O	 NLY	
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION
	U.S. Citi	zen	
		 5	SOLE VOTING POWER
			137 shares, all of which are directly owned by a trust,
NUM	IBER OF		and Spurlock, as trustee of the trust, may be deemed to have sole power to vote these shares.
	IARES 'ICIALLY	6	SHARED VOTING POWER
OWN	IED BY LACH	Ū	4,533,214 shares, of which 3,783,980 are directly owned
REF	ORTING		by BCP II, 448,028 are directly owned by BFF II, 237,632
	RSON IITH		are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner
			of BCP II, BFF II, BFF II-A and BMF II, and Spurlock, a member of BCMC II, may be deemed to have shared power to
			vote these shares.
		7	SOLE DISPOSITIVE POWER
			137 shares, all of which are directly owned by a trust, and Spurlock, as trustee of the trust, may be deemed to have sole power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER
			4,533,214 shares, of which 3,783,980 are directly owned

	by BCP II, 448,028 are directly owned by BFF II, 237,632 are directly owned by BFF II-A and 63,574 shares are directly owned by BMF II. BCMC II is the general partner of BCP II, BFF II, BFF II-A and BMF II, and Spurlock, a member of BCMC II, may be deemed to have shared power to dispose of these shares.
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,533,351
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	I_I
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	3.1%
12	TYPE OF REPORTING PERSON*
	IN
	*SEE INSTRUCTION BEFORE FILLING OUT!

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This statement amends the Statement on 13G filed by Benchmark Capital Partners II, L.P., Benchmark Founders' Fund II, L.P., Benchmark Founders' Fund II-A, L.P., Benchmark Members' Fund II, L.P., Benchmark Capital Management Co. II, L.L.C., Alexandre Balkanski, David M. Beirne, Bruce W. Dunlevie, J. William Gurley, Kevin R. Harvey, Robert C Kagle, Andrew S. Rachleff and Steven M. Spurlock. The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

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.

(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

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] Yes

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### SIGNATURES

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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: February 11, 2003

BENCHMARK CAPITAL PARTNERS II, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND II, L.P., a Delaware Limited Partnership

BENCHMARK FOUNDERS' FUND II-A, L.P., a Delaware Limited Partnership

BENCHMARK MEMBERS' FUND II, L.P., a Delaware Limited Partnership

BENCHMARK CAPITAL MANAGEMENT CO. II, L.L.C., a Delaware Limited Liability Company

By: /s/ Steven M. Spurlock

Steven M. Spurlock Managing Member

ALEXANDRE BALKANSKI DAVID M. BEIRNE BRUCE W. DUNLEVIE J. WILLIAM GURLEY KEVIN R. HARVEY ROBERT C. KAGLE ANDREW S. RACHLEFF STEVEN M. SPURLOCK

By: /s/ Steven M. Spurlock

Steven M. Spurlock Attorney-in-Fact\*

\_\_\_\_\_

\*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.

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 ss.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

		Found on
		Sequentially
Exhibit		Numbered Page
Exhibit A:	Agreement of Joint Filing	18

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#### EXHIBIT A

#### Agreement of Joint Filing

The Reporting Persons hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Handspring Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.