

OMNICELL INC /CA/  
Form SC 13G/A  
February 12, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 13G**

OMB APPROVAL  
OMB Number:  
3235-0145

Expires:  
December 31, 2005  
Estimated average burden  
hours per response. . 11

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**Omnice, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**68213N 10 9**

(CUSIP Number)

**December 31, 2003**

(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.

Edgar Filing: OMNICELL INC /CA/ - Form SC 13G/A

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).

---

CUSIP No. 68213N 10 9

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Sutter Hill Ventures, A California Limited Partnership 77-0287059
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  
California, USA
5. Sole Voting Power  
1,612,098
6. Shared Voting Power
7. Sole Dispositive Power  
1,612,098
8. Shared Dispositive Power
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,612,098
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
6.8%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Edgar Filing: OMNICELL INC /CA/ - Form SC 13G/A

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Sutter Hill Entrepreneurs Fund (AI), L.P. 94-3338942

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  
California, USA

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5. Sole Voting Power  
16,326

6. Shared Voting Power

7. Sole Dispositive Power  
16,326

8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
16,326

10. Check 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)  
PN

Edgar Filing: OMNICELL INC /CA/ - Form SC 13G/A

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941

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  
California, USA

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5.	Sole Voting Power 41,344
6.	Shared Voting Power
7.	Sole Dispositive Power 41,344
8.	Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
41,344

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
0.2%

12. Type of Reporting Person (See Instructions)  
PN

Edgar Filing: OMNICELL INC /CA/ - Form SC 13G/A

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
David L. Anderson
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  
USA
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>385,196*           |
|   | 6. | Shared Voting Power<br>1,669,768**      |
|   | 7. | Sole Dispositive Power<br>385,196*      |
|   | 8. | Shared Dispositive Power<br>1,669,768** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,054,964
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
8.6%
12. Type of Reporting Person (See Instructions)  
IN

---

\* Includes 232,849 shares held in The Anderson Living Trust of which the reporting person is the trustee, 50,312 shares held by Anvest, L.P. of which the reporting person is the General Partner and 102,035 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts and partnership's shares except as to the reporting person's pecuniary interest in the trusts and the partnership.

\*\* Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.



Edgar Filing: OMNICELL INC /CA/ - Form SC 13G/A

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
G. Leonard Baker, Jr.
  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  
USA
- |   |    |   |
|---|----|---|
|   | 5. | Sole Voting Power<br>371,929*           |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>1,669,768**      |
|   | 7. | Sole Dispositive Power<br>371,929*      |
|   | 8. | Shared Dispositive Power<br>1,669,768** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,041,697
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
8.6%
  12. Type of Reporting Person (See Instructions)  
IN

---

\* Includes 12,784 shares held in The Baker Revocable Trust of which the reporting person is a trustee and 101,483 shares held by Saunders Holdings, L.P. of which the reporting person is a General Partner. The reporting person disclaims beneficial ownership of the trust's and partnership's shares except as to the reporting person's pecuniary interest in the trust and the partnership.

\*\* Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.





Edgar Filing: OMNICELL INC /CA/ - Form SC 13G/A

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
William H. Younger, Jr.
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  
USA
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>555,455*           |
|   | 6. | Shared Voting Power<br>1,669,768**      |
|   | 7. | Sole Dispositive Power<br>555,455*      |
|   | 8. | Shared Dispositive Power<br>1,669,768** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,225,223
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
9.3%
12. Type of Reporting Person (See Instructions)  
IN

---

\* Includes 156,061 shares held in The Younger Living Trust of which the reporting person is the trustee, 203,411 shares held by a retirement trust for the benefit of the reporting person, 9,375 shares from an exercise of director's option and 37,657 shares of director's options vested as of 2/29/04. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.

\*\* Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.



1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Tench Coxe
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  
USA
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>197,608*           |
|   | 6. | Shared Voting Power<br>1,669,768**      |
|   | 7. | Sole Dispositive Power<br>197,608*      |
|   | 8. | Shared Dispositive Power<br>1,669,768** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,867,376
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
7.8%
12. Type of Reporting Person (See Instructions)  
IN

---

\* Includes 111,709 shares held in The Coxe Revocable Trust of which the reporting person is a trustee, 34,463 shares held by The Tamerlane Charitable Remainder Unitrust of which the reporting person is the trustee and 15,494 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.

\*\* Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.



1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Gregory P. Sands
  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  
USA
- |   |    |   |
|---|----|---|
|   | 5. | Sole Voting Power<br>21,798*            |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 6. | Shared Voting Power<br>1,669,768**      |
|   | 7. | Sole Dispositive Power<br>21,798*       |
|   | 8. | Shared Dispositive Power<br>1,669,768** |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,691,566
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
  11. Percent of Class Represented by Amount in Row (9)  
7.1%
  12. Type of Reporting Person (See Instructions)  
IN

---

\* Includes 17,140 shares held in the Gregory P. Sands Charitable Remainder Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the trust's shares except as to the reporting person's pecuniary interest in the trust.

\*\* Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.



Edgar Filing: OMNICELL INC /CA/ - Form SC 13G/A

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
James C. Gaither

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)