

GLU MOBILE INC  
Form SC 13G  
February 14, 2008

SEC 1745 (3-06) **Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

OMB APPROVAL  
OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response .....10.4

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

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

**Glu Mobile, Inc.**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

379890106

(CUSIP Number)

12/31/07

(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).

CUSIP No. 379890106

NAMES OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)  
BAVP, LP 94-3359700

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐  
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6 2,400,920\*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 0

SHARED DISPOSITIVE POWER

WITH: 8 2,400,920\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,400,920\*

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

o

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

8.3%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

\* Includes 101 shares one of the members of the general partner of BAVP, LP has the right to acquire within 60 days of 12/31/07 pursuant to options outstanding to purchase shares of the Issuer's common stock. Such member is deemed to hold the reported options for the benefit of BAVP, LP. BAVP, LP is deemed the indirect beneficial owner of the options.

CUSIP No. 379890106

NAME OF REPORTING PERSONS

**1** I.R.S. Identification No(s). of above person(s) (entities only)  
Scale Venture Management I, LLC 94-3358904

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a) ☐  
(b) ☐

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4** California

SOLE VOTING POWER

**5**

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** 2,400,920\*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** 0

SHARED DISPOSITIVE POWER

WITH: **8** 2,400,920\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9** 2,400,920\*

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

o

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

8.3%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

\* Shares are held by BAVP, LP. Scale Venture Management I, LLC is the general partner of BAVP, LP. Includes 101 shares one of the members of Scale Venture Management I, LLC has the right to acquire within 60 days of 12/31/07 pursuant to options outstanding to purchase shares of the Issuer's common stock. Such member is deemed to hold the reported options for the benefit of BAVP, LP. BAVP, LP is deemed the indirect beneficial owner of the options.

CUSIP No. 379890106

NAME OF REPORTING PERSONS

**1** I.R.S. Identification No(s). of above person(s) (entities only)  
Louis C. Bock

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

**2** (a) ☐  
(b) ☐

SEC USE ONLY

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION

**4** US

SOLE VOTING POWER

**5**

NUMBER OF 0

SHARED VOTING POWER

**6**

SHARES BENEFICIALLY OWNED BY 2,400,920\*

SOLE DISPOSITIVE POWER

**7**

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

**8**

WITH: 2,400,920\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9** 2,400,920\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

\* Shares are held by BAVP, LP. Louis C. Bock, Kate Mitchell, Rory O'Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP. The Reporting Person disclaims beneficial ownership with respect to all such shares except to the extent of his proportionate pecuniary interests therein. Includes 101 shares one of the members of Scale Venture Management I, LLC has the right to acquire within 60 days of 12 /31/07 pursuant to options outstanding to purchase shares of the Issuer's common stock. Such member is deemed to hold the reported options for the benefit of BAVP, LP. BAVP, LP is deemed the indirect beneficial owner of the options.



CUSIP No. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)  
Kate Mitchell

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐  
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6 2,400,920\*

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7 0

SHARED DISPOSITIVE POWER

WITH: 8 2,400,920\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,400,920\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

\* Shares are held by BAVP, LP. Louis C. Bock, Kate Mitchell, Rory O'Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP. The Reporting Person disclaims beneficial ownership with respect to all such shares except to the extent of her proportionate pecuniary interests therein. Includes 101 shares one of the members of Scale Venture Management I, LLC has the right to acquire within 60 days of 12/31/07 pursuant to options outstanding to purchase shares of the Issuer's common stock. Such member is deemed to hold the reported options for the benefit of BAVP, LP. BAVP, LP is deemed the indirect beneficial owner of the options.

CUSIP No. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)  
Rory O Driscoll

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐  
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,400,920\*

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 2,400,920\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,400,920\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

\* Shares are held by BAVP, LP. Louis C. Bock, Kate Mitchell, Rory O'Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP. The Reporting Person disclaims beneficial ownership with respect to all such shares except to the extent of his proportionate pecuniary interests therein. Includes 101 shares one of the members of Scale Venture Management I, LLC has the right to acquire within 60 days of 12/31/07 pursuant to options outstanding to purchase shares of the Issuer's common stock. Such member is deemed to hold the reported options for the benefit of BAVP, LP. BAVP, LP is deemed the indirect beneficial owner of the options.

CUSIP No. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)  
Mark Brooks

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a) ☐  
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES  
BENEFICIALLY OWNED BY 6

2,400,920\*

SOLE DISPOSITIVE POWER

EACH  
REPORTING PERSON 7

0

WITH: SHARED DISPOSITIVE POWER

8

2,400,920\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,400,920\*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

\* Shares are held by BAVP, LP. Louis C. Bock, Kate Mitchell, Rory O'Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP. The Reporting Person disclaims beneficial ownership with respect to all such shares except to the extent of his proportionate pecuniary interests therein. Includes 101 shares one of the members of Scale Venture Management I, LLC has the right to acquire within 60 days of 12/31/07 pursuant to options outstanding to purchase shares of the Issuer's common stock. Such member is deemed to hold the reported options for the benefit of BAVP, LP. BAVP, LP is deemed the indirect beneficial owner of the options.

**Item 1.**

- (a) Name of Issuer

Glu Mobile, Inc.

- (b) Address of Issuer's Principal Executive Offices

1800 Gateway Dr., Second Floor  
San Mateo, CA 94404

**Item 2.**

- (a) Name of Person Filing

BAVP, LP; Scale Venture Management I, LLC; Louis C. Bock; Kate Mitchell; Rory O Driscoll and Mark Brooks

- (b) Address of Principal Business Office or, if none, Residence

BAVP, LP: 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255

Scale Venture Management I, LLC: 950 Tower Lane, Suite 700, Foster City, CA 94404

Louis C. Bock: 950 Tower Lane, Suite 700, Foster City, CA 94404

Kate Mitchell: 950 Tower Lane, Suite 700, Foster City, CA 94404

Rory O Driscoll: 950 Tower Lane, Suite 700, Foster City, CA 94404

Mark Brooks: 950 Tower Lane, Suite 700, Foster City, CA 94404

- (c) Citizenship

BAVP, LP is organized in Delaware and Scale Venture Management I, LLC is organized in California. Each of Louis C. Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks are US citizens.

- (d) Title of Class of Securities

Common Stock

- (e) CUSIP Number

834453102

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**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:

BAVP, LP	2,400,920(1)
Scale Venture Management I, LLC	2,400,920(1)

Louis C. Bock	2,400,920(1)
Kate Mitchell	2,400,920(1)
Rory O Driscoll	2,400,920(1)
Mark Brooks	2,400,920(1)

page 8 of 11 pages

---



(b) Percent of Class:

BAVP, LP	8.3%
Scale Venture Management I, LLC	8.3%
Louis C. Bock	8.3%
Kate Mitchell	8.3%
Rory O Driscoll	8.3%
Mark Brooks	8.3%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

Not Applicable

(ii) Shared power to vote or to direct the vote:

BAVP, LP	2,400,920(1)
Scale Venture Management I, LLC	2,400,920(1)
Louis C. Bock	2,400,920(1)
Kate Mitchell	2,400,920(1)
Rory O Driscoll	2,400,920(1)
Mark Brooks	2,400,920(1)

(iii) Sole power to dispose or to direct the disposition of:

Not Applicable

(iv) Shared power to dispose or to direct the disposition of:

BAVP, LP	2,400,920(1)
Scale Venture Management I, LLC	2,400,920(1)
Louis C. Bock	2,400,920(1)
Kate Mitchell	2,400,920(1)
Rory O Driscoll	2,400,920(1)
Mark Brooks	2,400,920(1)

(1) Shares are held  
by BAVP, LP.  
Scale Venture  
Management I,  
LLC is the  
General Partner  
of BAVP, LP.  
Louis Bock,  
Kate Mitchell,  
Rory O Driscoll  
and Mark  
Brooks are the  
Managing  
Members of  
Scale Venture  
Management I,

LLC, the  
general partner  
of BAVP, LP.  
Includes 101  
shares of the  
Issuer's  
Common Stock  
a member of  
Scale Venture  
Management I,  
LLC has the  
right to acquire  
within 60 days  
of 12/31/07.  
Such member is  
deemed to hold  
the reported  
options for the  
benefit of  
BAVP, LP.  
BAVP, LP is  
deemed the  
indirect  
beneficial owner  
of the options.

**Item 5. Ownership of Five Percent or Less of a Class**

Not Applicable

**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 or Control Person.**

Not Applicable

page 9 of 11 pages

---

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a Group**

Not Applicable

**Item 10. Certification**

Not applicable

**[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.

Dated: February 13, 2008

BAVP, LP

SCALE VENTURE  
MANAGEMENT I, LLC

By: Scale Venture Management  
I,LLC,  
its General Partner

By: /s/ Kate Mitchell

By: /s/ Kate Mitchell

Name: Kate Mitchell  
Title: Managing Member

Name: Kate Mitchell  
Title: Managing Member

By: /s/ Louis C. Bock

By: /s/ Kate Mitchell

Name: Louis C. Bock

Name: Kate Mitchell

By: /s/ Rory O Driscoll

By: /s/ Mark Brooks

Name: Rory O Driscoll

Name: Mark Brooks

**EXHIBITS**

A: Joint Filing Agreement

page 10 of 11 pages

---

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Glu Mobile, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 13<sup>th</sup> day of February, 2008.

BAVP, LP

SCALE VENTURE  
MANAGEMENT I, LLC

By: Scale Venture Management  
I, LLC,  
its General Partner

By: /s/ Kate Mitchell

By: /s/ Kate Mitchell

Name: Kate Mitchell  
Title: Managing Member

Name: Kate Mitchell  
Title: Managing Member

By: /s/ Louis C. Bock

By: /s/ Kate Mitchell

Name: Louis C. Bock

Name: Kate Mitchell

By: /s/ Rory O Driscoll

By: /s/ Mark Brooks

Name: Rory O Driscoll

Name: Mark Brooks

page 11 of 11 pages