

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1996-08-26**
SEC Accession No. **0000950005-96-000671**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

PHARMACYCLICS INC

CIK: **949699** | IRS No.: **913148201** | State of Incorporation: **DE** | Fiscal Year End: **0630**
Type: **SC 13D/A** | Act: **34** | File No.: **005-46749** | Film No.: **96620810**
SIC: **2834** Pharmaceutical preparations

Mailing Address
995 EAST ARQUES AVENUE
SUNNYVALE CA 94086

Business Address
995 EAST ARQUES AVE
SUNNYVALE CA 94086
4087743345

FILED BY

INTEGRAL CAPITAL MANAGEMENT LP

CIK: **1003551** | State of Incorporation: **DE**
Type: **SC 13D/A**

Business Address
2750 SAND HILL ROAD
MENLO PARK CA 94025
4152330360

2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware (limited partnership)

7 SOLE VOTING POWER -0-

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH8 SHARED VOTING POWER
100,000 shares, of which 91,230 shares are directly owned by
Integral Capital Partners, L.P. ("ICP") and 8,770 shares are
directly owned by Integral Capital Partners International C.V.
("ICPI"). ICM is the general partner of ICP and the investment
general partner of ICPI.

9 SOLE DISPOSITIVE POWER -0-

10 SHARED DISPOSITIVE POWER
100,000 shares (see response to Item 8)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100,000 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

1.17%

14 TYPE OF REPORTING PERSON*

PN

<FN>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<CAPTION>

<S> <C>
CUSIP NO. 716933 10 6

13D

<C>
Page 3 of 30 Pages1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Integral Capital Management II, L.P. ("ICM2")
94-3195370

2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware (limited partnership)

7 SOLE VOTING POWER -0-

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY EACH8 SHARED VOTING POWER
294,033 shares, of which 190,861 shares and warrants to purchase
22,313 shares are directly owned by Integral Capital Partners II,
L.P. ("ICP2") and 72,395 shares and warrants to purchase 8,464
shares are directly owned by Integral Capital Partners

REPORTING
PERSON
WITH

International II C.V. ("ICPI2"). ICM2 is the general partner of
ICP2 and the investment general partner of ICPI2.

9	SOLE DISPOSITIVE POWER	-0-
10	SHARED DISPOSITIVE POWER 294,033 shares (see response to Item 8)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	294,033 shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW	3.44%
14	TYPE OF REPORTING PERSON*	PN

<FN>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<S> <C> <C>
CUSIP NO. 716933 10 6 13D Page 4 of 30 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Integral Capital Management III, L.P. ("ICM3") 94-3239712	
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (limited partnership)	

7	SOLE VOTING POWER	-0-
8	SHARED VOTING POWER 200,000 shares of which 161,710 shares are directly owned by Integral Capital Partners III, L.P. ("ICP3") and 38,290 shares are directly owned by Integral Capital Partners International III, L.P. ("ICPI3"). ICM3 is the general partner of ICP3 and the investment general partner of ICPI3.	
9	SOLE DISPOSITIVE POWER	-0-
10	SHARED DISPOSITIVE POWER 200,000 shares (see response to Item 8)	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	200,000 shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW	2.34%
14	TYPE OF REPORTING PERSON*	PN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Netherlands Antilles (limited partnership)

7 SOLE VOTING POWER -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
8,770 shares are directly owned by ICPI. Integral Capital Management, L.P. is the investment general partner of ICPI.

9 SOLE DISPOSITIVE POWER -0-

10 SHARED DISPOSITIVE POWER
8,770 shares (see response to Item 8)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,770 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 0.10%

14 TYPE OF REPORTING PERSON* PN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<S> <C> <C>
CUSIP NO. 716933 10 6 13D Page 7 of 30 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Integral Capital Partners II, L.P. ("ICP2")
94-3195372

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

3 SEC USE ONLY

4 SOURCE OF FUNDS* WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware (limited partnership)

7 SOLE VOTING POWER -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
213,174 shares, which includes warrants to purchase 22,313 shares, are directly owned by ICP2. Integral Capital Management II, L.P. is the general partner of ICP2.

9 SOLE DISPOSITIVE POWER -0-

10 SHARED DISPOSITIVE POWER
213,174 shares (see response to Item 8)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 213,174 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 2.49%

14 TYPE OF REPORTING PERSON* PN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<S> <C> CUSIP NO. 716933 10 6 13D <C> Page 8 of 30 Pages

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Integral Capital Partners International II C.V. ("ICPI2")

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

3 SEC USE ONLY

4 SOURCE OF FUNDS* WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Netherlands Antilles (limited partnership)

7 SOLE VOTING POWER -0-

8 SHARED VOTING POWER 80,859 shares, which includes warrants to purchase 8,464 shares, are directly owned by ICPI2. Integral Capital Management II, L.P. is the investment general partner of ICPI2.

9 SOLE DISPOSITIVE POWER -0-

10 SHARED DISPOSITIVE POWER 80,859 shares (see response to Item 8)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 80,859 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 0.94%

14 TYPE OF REPORTING PERSON* PN

<FN>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<S> <C> CUSIP NO. 716933 10 6 13D <C> Page 9 of 30 Pages

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) []	(b) [X]
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware (limited partnership)		
	7	SOLE VOTING POWER	-0-
	8	SHARED VOTING POWER	161,710 shares are directly owned by ICP3. Integral Capital Management III, L.P. is the general partner of ICP3.
		NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	9	SOLE DISPOSITIVE POWER	-0-
	10	SHARED DISPOSITIVE POWER	161,710 shares (see response to Item 8)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		161,710 shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW		1.89%
14	TYPE OF REPORTING PERSON*		PN

<FN>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<S>	<C>	<C>
CUSIP NO.	716933 10 6	13D Page 10 of 30 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Integral Capital Partners International III, L.P. ("ICPI3")		
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) []	(b) [X]
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Cayman Islands (exempted limited partnership)		
	7	SOLE VOTING POWER	-0-
	8	SHARED VOTING POWER	38,290 shares are directly owned by ICPI3. Integral Capital Management III, L.P. is the investment general partner of ICPI3.
		NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	

4	SOURCE OF FUNDS*	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States citizen	
	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		494,034 shares, of which 190,861 shares and warrants to purchase 22,313 shares are directly owned by ICP2, 72,395 shares and warrants to purchase 8,464 shares are directly owned by ICPI2, 161,710 shares are directly owned by ICP3 and 38,290 shares are directly owned by ICPI3. ICM2 is the general partner of ICP2 and the investment general partner of ICPI2. ICM3 is the general partner of ICP3 and the investment general partner of ICPI3. Ms. Hagenah is a general partner of ICM2 and ICM3.
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER
		494,034 shares (see response to Item 8)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	494,034 shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW	5.77%
14	TYPE OF REPORTING PERSON*	IN

<FN>

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This statement constitutes Amendment No. 1 to the statement on Schedule 13D of Pharmacyclics, Inc. (the "Issuer") filed on April 5, 1996 (the "Schedule 13D") by and on behalf of Integral Capital Management, L.P., a Delaware limited partnership ("ICM"), Integral Capital Management II, L.P., a Delaware limited partnership ("ICM2"), Integral Capital Management III, L.P., a Delaware limited partnership ("ICM3") and the general partners of ICM, ICM2 and ICM3. The principal business address of ICM, ICM2 and ICM3 is 2750 Sand Hill Road, Menlo Park, California 94025. The names, business addresses, occupations and citizenships of all the general partners of ICM, ICM2 and ICM3 are set forth on Exhibit B hereto. Capitalized terms not defined herein have the meaning ascribed to them in the Schedule 13D.

Only those items amended are reported herein.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Schedule 13D is hereby amended and restated in full as follows:

ICM is the general partner of Integral Capital Partners, L.P., a Delaware limited partnership ("ICP"), and the investment general partner of Integral Capital Partners International C.V., a Netherlands Antilles limited partnership ("ICPI"). ICM2 is the general partner of Integral Capital Partners II, L.P., a Delaware limited partnership ("ICP2"), and the investment general partner of Integral Capital Partners International II C.V., a Netherlands Antilles limited partnership ("ICPI2"). ICM3 is the general partner of Integral Capital Partners III, L.P., a Delaware limited partnership ("ICP3"), and the investment general partner of Integral Capital Partners International III, L.P., a Cayman Islands exempted limited partnership ("ICPI3"). With respect to ICM, ICM2, ICM3 and the general partners of ICM, ICM2 and ICM3, this statement relates only to ICM's, ICM2's and ICM3's indirect, beneficial ownership of shares of Common Stock of Pharmacyclics, Inc. (the "Shares"). The Shares have been purchased by ICP, ICPI, ICP2, ICPI2, ICP3 and ICPI3, and none of ICM, ICM2, ICM3 or the general partners of ICM, ICM2 and ICM3 directly or otherwise hold any Shares. Management of the business affairs of ICM, ICM2 and ICM3, including decisions respecting disposition and/or voting of the Shares, resides in the general partners of ICM, ICM2 and ICM3 listed on Exhibit B hereto.

To the best of ICM's, ICM2's and ICM3's knowledge, none of the persons listed on Exhibit B hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of Schedule 13D is hereby amended and restated in full as follows:

The aggregate amount of consideration required by ICP, ICPI, ICP2, ICPI2, ICP3 and ICPI3 to purchase the 594,034 shares to which this statement relates was approximately \$5,859,750. The consideration was obtained from the working capital of ICP, ICPI, ICP2, ICPI2, ICP3 and ICPI3.

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ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and restated in full as follows:

The purchases of the Shares by ICP, ICPI, ICP2, ICPI2, ICP3 and ICPI3 were made pursuant to (i) private purchases from the Issuer prior to the Issuer's initial public offering (the "IPO"), and (ii) a series of open market purchases subsequent to the IPO. The purchases of the Shares were not made for the purpose of acquiring control of the Issuer. From time to time, ICM may, in the ordinary course of its role as general partner of ICP and the investment general partner of ICPI, direct ICP and/or ICPI to purchase additional Shares or sell all or a portion of the Shares now held by ICP or ICPI, and ICM2 may, in the ordinary course of its role as general partner of ICP2 and the investment general partner of ICPI2, direct ICP2 and/or ICPI2 to purchase additional shares or sell all or a portion of the Shares now held by ICP2 or ICPI2, and ICM3 may, in the ordinary course of its role as general partner of ICP3 and the investment general partner of ICPI3, direct ICP3 and/or ICPI3 to purchase additional shares or sell all or a portion of the Shares now held by ICP3 or ICPI3.

Except as set forth above, none of ICM, ICM2, ICM3 nor the persons listed on Exhibit B hereto has any current plans or proposals that relate to or would result in the occurrence of any of the actions or events enumerated in clause (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and restated in full as follows:

A. Integral Capital Management, L.P. ("ICM")

(a) Amount Beneficially Owned: 100,000
Percent of Class: 1.17%

(b) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 100,000
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 100,000

(c) To the best knowledge of ICM, none of ICP, ICPI, ICM, nor any of the persons listed as general partners of ICM on Exhibit B hereto has directly effected any transactions in the Shares during the 60 days prior to August 21, 1996, other than the transactions described in Item 5C(c) below.

(d) ICM is the general partner of Integral Capital Partners, L.P., a Delaware limited partnership ("ICP"), and the investment general partner of Integral Capital Partners International C.V., a Netherlands Antilles limited partnership ("ICPI"). Roger B. McNamee and John A. Powell are the general partners of ICM and therefore have the power to direct the affairs of ICM, including decisions respecting the disposition of the proceeds from the sale of the Shares. Under certain circumstances set forth in the limited partnership agreements of ICP, ICPI and ICM, the general and limited partners of such entities may receive dividends from, or the proceeds from the sale of Shares of Common Stock of Pharmacyclics, Inc. owned, directly or indirectly, by each such entity.

(e) Not applicable.

B. Integral Capital Management II, L.P. ("ICM2")

(a) Amount Beneficially Owned: 294,033
Percent of Class: 3.44%

(b) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 294,033
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 294,033

(c) To the best knowledge of ICM2, none of ICP2, ICPI2, ICM2, nor any of the persons listed as general partners of ICM2 on Exhibit B hereto has directly effected any transactions in the Shares during the 60 days prior to August 21, 1996, other than the transactions described in Item 5C(c) below.

(d) ICM2 is the general partner of ICP2 and the investment general partner of ICPI2. Roger B. McNamee, John A. Powell and Pamela K. Hagenah are the general partners of ICM2 and therefore have the power to direct the affairs of ICM2, including decisions respecting the disposition of the proceeds from the sale of the Shares. Under certain circumstances set forth in the limited partnership agreements of ICP2, ICPI2 and ICM2, the general and limited partners of such entities may receive dividends from, or the proceeds from the sale of Shares of Common Stock of Pharmacyclics owned, directly or indirectly, by each such entity.

(e) Not applicable.

C. Integral Capital Management III, L.P. ("ICM3")

(a) Amount Beneficially Owned: 200,000
Percent of Class: 2.34%

(b) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 200,000
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 200,000

(c) To the best knowledge of ICM3, the only transactions in the Shares effected during the 60 days prior to August 21, 1996 by Integral Capital Partners III, L.P., a Delaware limited partnership ("ICP3"), Integral Capital Partners International III, L.P., a Cayman Islands exempted limited partnership ("ICPI3"), ICM3, or any of the persons listed as general partners of ICM3 on Exhibit B hereto occurred on August 21, 1996, when ICP3 and ICPI3 made open market purchases of 111,710 and 38,290 shares of the Issuer's Common Stock, respectively, for a consideration per share of \$11.125.

(d) ICM3 is the general partner of ICP3 and the investment general partner of ICPI3. Roger B. McNamee, John A. Powell and Pamela K. Hagenah are the general partners of ICM3 and therefore have the power to direct the affairs of ICM3, including decisions respecting the disposition of the proceeds from the sale of the Shares. Under certain circumstances set forth in the limited partnership agreements of ICP3, ICPI3 and ICM3, the general and limited partners of such entities may receive dividends from, or the proceeds from the sale of Shares of Common Stock of Pharmacyclics, Inc. owned, directly or indirectly, by each such entity.

(e) Not applicable.

D. Roger B. McNamee

(a) Amount Beneficially Owned: 594,034
Percent of Class: 6.94%

(b) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 594,034
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 594,034

(c) Please see Items 5A(c), 5B(c) and 5C(c) above.

(d) Please see Items 5A(d), 5B(d) and 5C(d) above.

(e) Not applicable.

E. John A. Powell

(a) Amount Beneficially Owned: 594,034
Percent of Class: 6.94%

(b) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 594,034
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 594,034

(c) Please see Items 5A(c), 5B(c) and 5C(c) above.

(d) Please see Items 5A(d), 5B(d) and 5C(d) above.

(e) Not applicable.

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F. Pamela K. Hagenah

(a) Amount Beneficially Owned: 494,034
Percent of Class: 5.77%

(b) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-
2. Shared power to vote or to direct vote: 494,034
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 494,034

(c) Please see Item 5B(c) and 5C(c) above.

(d) Please see Item 5B(d) and 5C(d) above.

(e) Not applicable.

G. Integral Capital Partners, L.P.

(a) Aggregate number of Shares owned: 91,230
Percentage: 1.07%

(b) 1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: 91,230
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 91,230

(c) See Item 5A(c) above.

(d) See Item 5A(d) above.

(e) Not applicable.

H. Integral Capital Partners International C.V.

(a) Aggregate number of Shares owned: 8,770
Percentage: 0.10%

(b) 1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: 8,770
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: 8,770

(c) See Item 5A(c) above.

(d) See Item 5A(d) above.

(e) Not applicable.

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I. Integral Capital Partners II, L.P.

(a) Aggregate number of Shares owned: 213,174
Percentage: 2.49%

- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 213,174
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 213,174

(c) See item 5B(c) above.

(d) See Item 5B(d) above.

(e) Not applicable.

J. Integral Capital Partners International II C.V.

(a) Aggregate number of Shares owned: 80,859
Percentage: 0.94%

- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 80,859
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 80,859

(c) See Item 5B(c) above.

(d) See Item 5B(d) above.

(e) Not applicable.

K. Integral Capital Partners III, L.P.

(a) Aggregate number of Shares owned: 161,710
Percentage: 1.89%

- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 161,710
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 161,710

(c) See Item 5C(c) above.

(d) See Item 5C(d) above.

(e) Not applicable.

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L. Integral Capital Partners International III, L.P.

(a) Aggregate number of Shares owned: 38,290
Percentage: 0.45%

- (b) 1. Sole power to vote or to direct vote: -0-
- 2. Shared power to vote or to direct vote: 38,290
- 3. Sole power to dispose or to direct the disposition: -0-
- 4. Shared power to dispose or to direct the disposition: 38,290

(c) See Item 5C(c) above.

(d) See Item 5C(d) above.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS, OR
RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended and restated in full as follows:

Except as set forth herein, there are no contracts, arrangements, understandings or relationships among ICM, ICM2 or ICM3 and any of the persons named in Item 2 or between ICM, ICM2 or ICM3 and any other person with respect to the Shares of the Issuer or the persons named in Item 2 and any other person with respect to the Shares of the Issuer.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

Exhibit A: Agreement of Joint Filing

Exhibit B: List of General Partners of Integral Capital Management, L.P., Integral Capital Management II, L.P. and Integral Capital Management III, L.P.

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: August 23, 1996

INTEGRAL CAPITAL MANAGEMENT, L.P.

By /s/ John A. Powell

John A. Powell
a General Partner

INTEGRAL CAPITAL MANAGEMENT II, L.P.

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

INTEGRAL CAPITAL MANAGEMENT III, L.P.

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

ROGER B. McNAMEE
JOHN A. POWELL

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
Attorney-in-Fact

/s/ Pamela K. Hagenah

Pamela K. Hagenah

INTEGRAL CAPITAL PARTNERS, L.P.

By Integral Capital Management, L.P.,
its General Partner

By: /s/ John A. Powell

John A. Powell
a General Partner

INTEGRAL CAPITAL PARTNERS II, L.P.

By Integral Capital Management II, L.P.,
its General Partner

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

INTEGRAL CAPITAL PARTNERS III, L.P.

By Integral Capital Management III, L.P.
its General Partner

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

INTEGRAL CAPITAL PARTNERS INTERNATIONAL C.V.

By Integral Capital Management, L.P.,
its Investment General Partner

By: /s/ John A. Powell

John A. Powell
a General Partner

INTEGRAL CAPITAL PARTNERS INTERNATIONAL II C.V.

By Integral Capital Management II, L.P.,
its Investment General Partner

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

INTEGRAL CAPITAL PARTNERS INTERNATIONAL
III, L.P.

By Integral Capital Management III, L.P.,
its Investment General Partner

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

EXHIBIT INDEX

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1(f)(1) of the Act the statement dated August 23, 1996, containing the information required by Schedule 13D, for the 594,034 Shares of the Common Stock of Pharmacyclics, Inc., held by Integral Capital Partners, L.P., a Delaware limited partnership, Integral Capital Partners International C.V., a Netherlands Antilles limited partnership, Integral Capital Partners II, L.P., a Delaware limited partnership, Integral Capital Partners International II C.V., a Netherlands Antilles limited partnership, Integral Capital Partners III, L.P., a Delaware limited partnership, and Integral Capital Partners International III, L.P., a Cayman Islands exempted limited partnership.

Date: August 23, 1996

INTEGRAL CAPITAL MANAGEMENT, L.P.

By: /s/ John A. Powell

John A. Powell
a General Partner

INTEGRAL CAPITAL MANAGEMENT II, L.P.

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

INTEGRAL CAPITAL MANAGEMENT III, L.P.

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

ROGER B. McNAMEE
JOHN A. POWELL

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
Attorney-in-Fact

/s/ Pamela K. Hagenah

Pamela K. Hagenah

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INTEGRAL CAPITAL PARTNERS, L.P.

By Integral Capital Management, L.P.,
its General Partner

By: /s/ John A. Powell

John A. Powell
a General Partner

INTEGRAL CAPITAL PARTNERS INTERNATIONAL C.V.

By Integral Capital Management, L.P., its Investment
General Partner

By: /s/ John A. Powell

John A. Powell
a General Partner

INTEGRAL CAPITAL PARTNERS II, L.P.

By Integral Capital Management II, L.P.,
its General Partner

By: /s/ Pamela K.Hagenah

Pamela K. Hagenah
a General Partner

INTEGRAL CAPITAL PARTNERS INTERNATIONAL II C.V.

By Integral Capital Management II, L.P., its Investment
General Partner

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

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INTEGRAL CAPITAL PARTNERS III, L.P.

By Integral Capital Management III, L.P.,
its General Partner

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

INTEGRAL CAPITAL PARTNERS INTERNATIONAL
III, L.P.

By Integral Capital Management III, L.P.,
its Investment General Partners

By: /s/ Pamela K. Hagenah

Pamela K. Hagenah
a General Partner

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EXHIBIT B

General Partners of
Integral Capital Management, L.P.

Set forth below, with respect to each general partner of Integral
Capital Management, L.P., is the following: (a) name; (b) business address; (c)
principal occupation; and (d) citizenship.

1. (a) Roger B. McNamee
(b) c/o Integral Capital Partners
2750 Sand Hill Road,
Menlo Park, CA 94025
(c) General Partner of Integral Capital Management, L.P., Integral
Capital Management II, L.P. and Integral Capital Management
III, L.P.
(d) United States Citizen
2. (a) John A. Powell
(b) c/o Integral Capital Partners
2750 Sand Hill Road,
Menlo Park, CA 94025

- (c) General Partner of Integral Capital Management, L.P., Integral Capital Management II, L.P. and Integral Capital Management III, L.P.
- (d) United States Citizen

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General Partners of
Integral Capital Management II, L.P.

Set forth below, with respect to each general partner of Integral Capital Management II, L.P., is the following: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

- 1.
 - (a) Roger B. McNamee
 - (b) c/o Integral Capital Partners
2750 Sand Hill Road,
Menlo Park, CA 94025
 - (c) General Partner of Integral Capital Management, L.P., Integral Capital Management II, L.P. and Integral Capital Management III, L.P.
 - (d) United States Citizen
- 2.
 - (a) John A. Powell
 - (b) c/o Integral Capital Partners
2750 Sand Hill Road,
Menlo Park, CA 94025
 - (c) General Partner of Integral Capital Management, L.P., Integral Capital Management II, L.P. and Integral Capital Management III, L.P.
 - (d) United States Citizen
- 3.
 - (a) Pamela K. Hagenah
 - (b) c/o Integral Capital Partners
2750 Sand Hill Road,
Menlo Park, CA 94025
 - (c) General Partner of Integral Capital Management II, L.P. and Integral Capital Management III, L.P.
 - (d) United States Citizen

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General Partners of
Integral Capital Management III, L.P.

Set forth below, with respect to each general partner of Integral Capital Management III, L.P., is the following: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

- 1.
 - (a) Roger B. McNamee
 - (b) c/o Integral Capital Partners
2750 Sand Hill Road,
Menlo Park, CA 94025
 - (c) General Partner of Integral Capital Management, L.P., Integral Capital Management II, L.P. and Integral Capital Management III, L.P.
 - (d) United States Citizen
- 2.
 - (a) John A. Powell
 - (b) c/o Integral Capital Partners
2750 Sand Hill Road,
Menlo Park, CA 94025
 - (c) General Partner of Integral Capital Management, L.P., Integral Capital Management II, L.P. and Integral Capital Management III, L.P.
 - (d) United States Citizen
- 3.
 - (a) Pamela K. Hagenah
 - (b) c/o Integral Capital Partners
2750 Sand Hill Road,
Menlo Park, CA 94025
 - (c) General Partner of Integral Capital Management II, L.P. and

(d) Integral Capital Management III, L.P.
United States Citizen