

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **2001-02-02**
SEC Accession No. **0000935836-01-500058**

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SUBJECT COMPANY

GADZOOX NETWORKS INC

CIK: **1084722** | IRS No.: **770308899** | State of Incorporation: **DE** | Fiscal Year End: **0331**
Type: **SC 13G/A** | Act: **34** | File No.: **005-57951** | Film No.: **1523662**
SIC: **3670** Electronic components & accessories

Mailing Address
5850 HELLYER AVENUE
SAN JOSE CA 951381004

Business Address
5850 HELLYER AVENUE
SAN JOSE CA 95138-1004
4083606005

FILED BY

BALCH HILL CAPITAL LLC

CIK: **1130337**
Type: **SC 13G/A**

Mailing Address
2778 GREEN ST.
SAN FRANCISCO CA 94123

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SEC 1745	<p>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.</p>
<p style="text-align: center;">UNITED STATES</p> <p style="text-align: center;">SECURITIES AND EXCHANGE COMMISSION</p> <p style="text-align: center;">Washington, D.C. 20549</p>	<p style="text-align: center;"><u>OMB APPROVAL</u></p> <p>OMB Number: 3235-0145</p> <p>Expires: October 31, 2002</p> <p>Estimated average burden hours per response14.9</p>

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

Gadzoox Networks, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

362555 10 4

(CUSIP Number)

January 24, 2001

(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).

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Balch Hill Capital, LLC

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

Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power _____
	6. Shared Voting Power 1,151,500
	7. Sole Dispositive Power _____
	8. Shared Dispositive Power 1,151,500

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,151,500

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) _____

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

4.12%

12. Type of Reporting Person (See Instructions)

IA

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Simon J. Michael

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

(a) **X**

(b) _____

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power _____
	6. Shared Voting Power 1,151,500
	7. Sole Dispositive Power _____
	8. Shared Dispositive Power 1,151,500

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,151,500

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) _____

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

4.12%

12. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Balch Hill Partners, L.P.

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

(a) _____

(b) **X**

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of	5. Sole Voting Power _____
Shares Beneficially	6. Shared Voting Power 1,057,500
Owned by Each Reporting	7. Sole Dispositive Power _____
Person With	8. Shared Dispositive Power 1,057,500

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,057,500

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) _____

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

3.78%

12. Type of Reporting Person (See Instructions)

PN

Item 1.

(a) Name of Issuer

Gadzoox Networks, Inc.

(b) Address of Issuer's Principal Executive Offices

5850 Hellyer Avenue

San Jose, CA 95138

Item 2.

(a) The names of the persons filing this statement are:

Balch Hill Capital, LLC ("Balch Hill LLC")

Simon J. Michael

Balch Hill Partners, L.P. ("Balch Hill Partners")

(collectively, the "Filers").

(b) The principal business office of the Filers is located at:

2778 Green Street, San Francisco, CA 94123

(c) For citizenship of Filers, see Item 4 of the cover sheet for each Filer.

(d) This statement relates to shares of common stock of the Issuer (the "Stock").

(e) The CUSIP number of the Issuer is: **362555 10 4**

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

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E). One of the reporting persons, Balch Hill LLC, is a registered Investment Adviser and is filing pursuant to Rule 13d-1(b).

(f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G)

(h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

See Items 5-9 and 11 of the cover page for each Filer.

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 .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Balch Hill LLC is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. Mr. Michael is the manager of Balch Hill LLC. No individual client, other than Balch Hill Partners, holds more than five percent of the outstanding Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

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

Balch Hill LLC and Mr. Michael constitute a group as defined in Rule 13d-5(b)(1). Balch Hill Partners is filing jointly and disclaims membership in a group..

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 1, 2001

Balch Hill Capital, LLC

Balch Hill Partners, L.P.

By: Balch Hill Capital, LLC, General Partner

By: \s\ Simon J. Michael

By: \s\ Simon J. Michael

Simon J. Michael

Simon J. Michael

Manager

Manager

\s\ Simon J. Michael

Simon J. Michael

-

EXHIBIT A

AGREEMENT REGARDING JOINT FILING
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of

the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of securities of Gadzoox Networks, Inc. and any other issuer, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G. For that purpose, the undersigned hereby constitute and appoint Balch Hill Capital, LLC, a Delaware limited liability company, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present, until such time as the undersigned file with the SEC a statement terminating this Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G.

Dated: February 1, 2001

Balch Hill Capital, LLC

By: \s\ Simon J. Michael

Simon J. Michael

Manager

Balch Hill Partners, L.P.

By: Balch Hill Capital, LLC, General Partner

By: \s\ Simon J. Michael

Simon J. Michael

Manager

\s\ Simon J. Michael

Simon J. Michael