

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: **2003-02-10**
SEC Accession No. **0000950005-03-000137**

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

SUBJECT COMPANY

IMAGEX COM INC

CIK: **1072369** | IRS No.: **911727170** | State of Incorporation: **WA** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-56779** | Film No.: **03545694**
SIC: **2750** Commercial printing

Mailing Address
*10800 NE 8TH ST
STE 200
BELLEVUE WA 98004*

Business Address
*10210 NE POINTS DR
SUITE 200
KIRKLAND WA 98033
4254520011*

FILED BY

ALTA PARTNERS

CIK: **1060013** | IRS No.: **943238854** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **SC 13G/A**

Mailing Address
*ONE EMBARCADERO
CENTER
STE 4050
SAN FRANCISCO CA 94111*

Business Address
*ONE EMBARCADERO
CENTER
STE 4050
SAN FRANCISCO CA 94111
4153624022*

OMB APPROVAL

OMB Number: 3235-0145
Expires: December 31, 2005
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Amendment No. 4)*

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)

IMAGEX.COM, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

45244D102

(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)

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)

Alta Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ||
(b) ||

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

Please see Attachment A

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

5,319,903

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,319,903

Please see Attachment A

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

||

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

16.7%

Please see Attachment A

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta California Partners II, L. P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Please see Attachment A

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

5,319,903

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,319,903

Please see Attachment A

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

| |

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

16.7%

Please see Attachment A

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 45244D102

Page 4 of 14 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta California Management Partners II, LLC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 Please see Attachment A
SOLE VOTING POWER

-0-

NUMBER OF 6 SHARED VOTING POWER
SHARES

BENEFICIALLY 5,319,903
OWNED BY

EACH 7 SOLE DISPOSITIVE POWER

REPORTING -0-
PERSON

WITH 8 SHARED DISPOSITIVE POWER

5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,319,903

-----Please see Attachment A-----

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

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

16.7%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta Embarcadero Partners II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 Please see Attachment A
SOLE VOTING POWER

-0-

NUMBER OF 6 SHARED VOTING POWER
SHARES

BENEFICIALLY 5,319,903
OWNED BY

EACH 7 SOLE DISPOSITIVE POWER
REPORTING PERSON WITH -0-

8 SHARED DISPOSITIVE POWER
5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,319,903

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
-----Please see Attachment A-----

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

16.7%

12 TYPE OF REPORTING PERSON*
-----Please see Attachment A-----

CO

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 45244D102

Page 6 of 14 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jean Deleage

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
-----Please see Attachment A-----

-0-

6 SHARED VOTING POWER
NUMBER OF SHARES

5,319,903

7 SOLE DISPOSITIVE POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

8 SHARED DISPOSITIVE POWER

5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,319,903

-----Please see Attachment A-----

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

|_ |

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

16.7%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

IN

-----*SEE INSTRUCTION BEFORE FILLING OUT!-----

CUSIP No. 45244D102

Page 7 of 14 Pages

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Garrett Gruener

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_ |

(b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----Please see Attachment A-----

5 SOLE VOTING POWER

15,000

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5,319,903

7 SOLE DISPOSITIVE POWER

15,000

8 SHARED DISPOSITIVE POWER

5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,334,903

-----Please see Attachment A-----

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

|_ |

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

17.1%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 45244D102

Page 8 of 14 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Daniel Janney

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Please see Attachment A

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

5,319,903

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,319,903

-----Please see Attachment A-----

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

| |

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

16.7%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 45244D102

Page 9 of 14 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alix Marduel

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Please see Attachment A

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

5,319,903

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,319,903

Please see Attachment A

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

| |

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

16.7%

Please see Attachment A

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 45244D102

Page 10 of 14 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Guy Nohra

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) | |
(b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 Please see Attachment A
SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
5,319,903

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
5,319,903

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,319,903

-----Please see Attachment A-----

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

_

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

16.7%

-----Please see Attachment A-----

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Item 1.

(a) Name of Issuer: ImageX.com, Inc. ("Issuer")

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

10210 NE Points Drive, Suite 200
Kirkland, WA 98033

Item 2.

(a) Name of Person Filing:

Alta Partners ("AP")
Alta California Partners II, L.P. ("ACPII")
Alta California Management Partners II, LLC. ("ACMPPII")
Alta Embarcadero Partners II, LLC ("AEPPII")
Jean Deleage ("JD")
Garrett Gruener ("GG")
Dan Janney ("DJ")

Alix Marduel ("AM")
 Guy Nohra ("GN")

(b) Address of Principal Business Office:

One Embarcadero Center, Suite 4050
 San Francisco, CA 94111

(c) Citizenship/Place of Organization:

Entities: AP - California
 ACPII - Delaware
 ACMPII Delaware
 AEPII California

Individuals: JD United States
 GG United States
 DJ United States
 AM United States
 GN United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: . 45244D102

Item 3. Not applicable.

Item 4 Ownership.

Please see Attachment A

<TABLE>

<CAPTION>

	AP	ACPII	ACMPII	AEPII	JD
<S>	<C>	<C>	<C>	<C>	<C>
(a) Beneficial Ownership	5,319,903	5,319,903	5,319,903	5,319,903	5,319,903
(b) Percentage of Class	16.7%	16.7%	16.7%	16.7%	16.7%
(c) Sole Voting Power	-0-	-0-	-0-	-0-	-0-
Shared Voting Power	5,319,903	5,319,903	5,319,903	5,319,903	5,319,903
Sole Dispositive Power	-0-	-0-	-0-	-0-	-0-
Shared Dispositive Power	5,319,903	5,319,903	5,319,903	5,319,903	5,319,903
	GG	DJ	AM	GN	
(a) Beneficial Ownership	5,334,903	5,319,903	5,319,903	5,319,903	

(b)	Percentage of Class	17.1%	16.7%	16.7%	16.7%
(c)	Sole Voting Power	15,000	-0-	-0-	-0-
	Shared Voting Power	5,319,903	5,319,903	5,319,903	5,319,903
	Sole Dispositive Power	15,000	-0-	-0-	-0-
	Shared Dispositive Power	5,319,903	5,319,903	5,319,903	5,319,903

</TABLE>

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 That Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

EXHIBITS

A: Joint Filing Statement

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.

Date: February 5, 2003

ALTA PARTNERS

By: /s/ Jean Deleage

Jean Deleage, President

ALTA CALIFORNIA PARTNERS II, L. P.

By: Alta California Partners II,
LLC, its General Partner

By: /s/ Garrett Gruener

Garrett Gruenerl, Managing

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC

By: /s/ Garrett Gruener

Garrett Gruener, Member

ALTA EMBARCADERO PARTNERS II, LLC

By: /s/ Garrett Gruener

Garrett Gruener, Member

/s/ Jean Deleage

Jean Deleage

/s/ Guy Nohra

Guy Nohra

/s/ Garrett Gruener

Garrett Gruener

/s/ Daniel Janney

Daniel Janney

/s/ Alix Marduel

Alix Marduel

EXHIBIT A

AGREEMENT OF JOINT FILING

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date: February 5, 2003

ALTA PARTNERS

By: /s/ Jean Deleage

Jean Deleage, President

ALTA CALIFORNIA PARTNERS II, L. P.

By: Alta California Partners II,
LLC, its General Partner

By: /s/ Garrett Gruener

Garrett Gruenerl, Managing

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC

ALTA EMBARCADERO PARTNERS II, LLC

By: /s/ Garrett Gruener

Garrett Gruener, Member

By: /s/ Garrett Gruener

Garrett Gruener, Member

/s/ Jean Deleage

Jean Deleage

/s/ Guy Nohra

Guy Nohra

/s/ Garrett Gruener

Garrett Gruener

/s/ Daniel Janney

Daniel Janney

/s/ Alix Marduel

Alix Marduel

Attachment A

Alta Partners provides investment advisory services to several venture capital funds including, Alta California Partners II, L.P. and Alta Embarcadero Partners II, LLC. Alta California Partners II, L.P. beneficially owns 4,650,085 shares of Common Stock and Warrants to purchase 607,707 shares of Common Stock. Alta Embarcadero Partners II, LLC beneficially owns 54,433 shares of Common Stock and Warrants to purchase 7,678 shares of Common Stock. The respective general partner of Alta California Partners II L.P. and members of Alta Embarcadero Partners II, LLC exercise sole voting and investment power with respect to the shares owned by such funds.

Certain principals of Alta Partners are managing directors of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.), and members of Alta Embarcadero Partners II, LLC. As managing directors and members of such funds, they may be deemed to share voting and investment powers for the shares held by the funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Garrett Gruener, a director of the Company, is a managing director of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.) and a member of Alta Embarcadero Partners II, LLC. Thus he shares voting and dispositive powers over the 4,650,085 shares of Common Stock and Warrants to purchase 607,707 shares of Common Stock beneficially owned by Alta California Partners II, L.P. and the 54,433 shares of Common Stock and Warrants to purchase 7,678 shares of Common Stock beneficially owned by Alta Embarcadero Partners II, LLC. Mr. Gruener disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. He does not directly own any securities in ImageX.com, Inc. and he is not compensated for his duties as a director. Mr. Gruener holds Stock Options for 15,000 shares of ImageX.com, Inc. Common Stock. The stock option for 5,000 shares was granted on May 15, 2000 and vested on the date of grant. The stock option for 5,000 shares was granted on May 15, 2001 and vesting schedule for these shares was 24% on the 1st anniversary of the grant date with the remaining shares vesting at 2% over 50 months. The stock option for 5,000 shares was granted May 15, 2002 and is fully vested.

Mr. Jean Deleage is a managing director of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.) and a member of Alta Embarcadero Partners II, LLC. Thus he shares voting and dispositive powers over the 4,650,085 shares of Common Stock and Warrants to

purchase 607,707 shares of Common Stock beneficially owned by Alta California Partners II, L.P. and the 54,433 shares of Common Stock and Warrants to purchase 7,678 shares of Common Stock beneficially owned by Alta Embarcadero Partners II, LLC. Mr. Deleage disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Mr. Daniel Janney is a managing director of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.). Thus he shares voting and dispositive powers over the 4,650,085 shares of Common Stock and Warrants to purchase 607,707 shares of Common Stock beneficially owned by Alta California Partners II, L.P. Mr. Janney disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Page 1 of 2 of Attachment A

Page 2 of 2 of Attachment A

Dr. Alix Marduel is a managing director of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.). Thus she shares voting and dispositive powers over the 4,650,085 shares of Common Stock and Warrants to purchase 607,707 shares of Common Stock beneficially owned by Alta California Partners II, L.P. Dr. Marduel disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of her proportionate pecuniary interests therein.

Mr. Guy Nohra is a managing director of Alta California Management Partners II, LLC (which is the general partner of Alta California Partners II, L.P.) and a member of Alta Embarcadero Partners II, LLC. Thus he shares voting and dispositive powers over the 4,650,085 shares of Common Stock and Warrants to purchase 607,707 shares of Common Stock beneficially owned by Alta California Partners II, L.P. and the 54,433 shares of Common Stock and Warrants to purchase 7,678 shares of Common Stock beneficially owned by Alta Embarcadero Partners II, LLC. Mr. Nohra disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Alta Partners is a venture capital firm with an office in San Francisco. Alta Partners is California Corporation. Alta California Partners II, L.P. is a Delaware Limited Partnership and Alta Embarcadero Partners II, LLC is a California Limited Liability Company.