

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: **2009-01-26**
SEC Accession No. **0001104659-09-004097**

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

SUBJECT COMPANY

SUMTOTAL SYSTEMS INC

CIK: **1269132** | IRS No.: **421607228** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-79919** | Film No.: **09545701**
SIC: **7372** Prepackaged software

Mailing Address
1808 N. SHORLINE BLVD.
MOUNTAIN VIEW CA 94043

Business Address
1808 N. SHORLINE BLVD.
MOUNTAIN VIEW CA 94043
6509349500

FILED BY

DISCOVERY EQUITY PARTNERS, LP

CIK: **1258542** | IRS No.: **300075082** | State of Incorporation: **IL** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Mailing Address
C/O DISCOVERY GROUP I,
LLC
191 N. WACKER DRIVE SUITE
1685
CHICAGO IL 60606

Business Address
C/O DISCOVERY GROUP I,
LLC
191 N. WACKER DRIVE SUITE
1685
CHICAGO IL 60606
312-265-9600

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

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden hours per response. . 14.5

SCHEDULE 13D

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

SumTotal Systems, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

866615107

(CUSIP Number)

**Michael R. Murphy
Discovery Group I, LLC
191 North Wacker Drive
Suite 1685
Chicago, Illinois 60606**

Telephone Number: (312) 265-9600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 21, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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. 866615107

1. Names of Reporting Persons.
Discovery Equity Partners, L.P.

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Illinois

7. Sole Voting Power
None.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
2,409,665

9. Sole Dispositive Power
None.

10. Shared Dispositive Power
2,409,665

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,409,665

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

13. Percent of Class Represented by Amount in Row (11)
7.6%

14. Type of Reporting Person (See Instructions)
PN

2

CUSIP No. 866615107

1. Names of Reporting Persons.
Discovery Group I, LLC

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

7. Sole Voting Power
None.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
2,808,953

9. Sole Dispositive Power
None.

10. Shared Dispositive Power
2,808,953

11. Aggregate Amount Beneficially Owned by Each Reporting Person
2,808,953

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

13. Percent of Class Represented by Amount in Row (11)
8.9%

14. Type of Reporting Person (See Instructions)
OO

CUSIP No. 866615107

1. Names of Reporting Persons.
Daniel J. Donoghue

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States of America

7. Sole Voting Power

None.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8. Shared Voting Power
2,808,953

9. Sole Dispositive Power
None.

10. Shared Dispositive Power
2,808,953

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,808,953

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

13. Percent of Class Represented by Amount in Row (11)
8.9%

14. Type of Reporting Person (See Instructions)
IN

4

CUSIP No. 866615107

1. Names of Reporting Persons.
Michael R. Murphy

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

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)
AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States of America

	7.	Sole Voting Power None.
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 2,808,953
	9.	Sole Dispositive Power None.
	10.	Shared Dispositive Power 2,808,953
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 2,808,953	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 8.9%	
14.	Type of Reporting Person (See Instructions) IN	

Item 1. Security and Issuer

This Amendment No. 2 to Schedule 13D (“**Amendment No. 2**”) relates to the Common Stock, par value \$0.001 per share (the “**Common Stock**”), of SumTotal Systems, Inc., a Delaware corporation (the “**Company**”), which has its principal executive offices at 1808 North Shoreline Boulevard, Mountain View, California 94043. This Amendment No. 2 amends and supplements, as set forth below, the information contained in items 1, 3, 5 and 6 of the Schedule 13D filed by the Reporting Persons with respect to the Company on November 10, 2008, as amended by Amendment No. 1 thereto filed by the Reporting Persons with respect to the Company on November 17, 2008 (as so amended, the “**Schedule 13D**”). All capitalized terms used herein but not defined herein have the meanings set forth in the Schedule 13D. Except as amended by this Amendment No. 2, all information contained in the Schedule 13D is, after reasonable inquiry and to the best of the Reporting Persons’ knowledge and belief, true, complete and correct as of the date of this Amendment No. 2.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to read in its entirety as follows:

The total purchase price for the 2,808,953 shares of Common Stock beneficially owned by Discovery Group and Messrs. Donoghue and Murphy as of January 23, 2009 was approximately \$10,778,732, and the total purchase price for the 2,409,665 shares of Common Stock beneficially owned by Discovery Equity Partners was approximately \$9,245,393. The source of such funds was the assets of Discovery Equity Partners and another private investment partnership (collectively, the “Partnerships”) over which Discovery Group exercises discretionary investment management authority, including proceeds of margin loans under margin loan facilities maintained in the ordinary course of business by the Partnerships with a broker on customary terms and conditions. The Partnerships are the legal owner of all of the Common Stock beneficially owned by Discovery Group and Messrs. Donoghue and Murphy.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended to read in its entirety as follows:

The information concerning percentages of ownership set forth below is based on 31,555,881 shares of Common Stock reported outstanding as of October 31, 2008 in the Company’s most recent Quarterly Report on Form 10-Q, for the period ended September 30, 2008.

Discovery Equity Partners beneficially owns 2,409,665 shares of Common Stock as of January 23, 2009, which represents 7.6% of the outstanding Common Stock.

Discovery Group beneficially owns 2,808,953 shares of Common Stock as of January 23, 2009, which represents 8.9% of the outstanding Common Stock.

Mr. Donoghue beneficially owns 2,808,953 shares of Common Stock as of January 23, 2009, which represents 8.9% of the outstanding Common Stock.

Mr. Murphy beneficially owns 2,808,953 shares of Common Stock as of January 23, 2009, which represents 8.9% of the outstanding Common Stock.

Discovery Group is the sole general partner of Discovery Equity Partners and has sole discretionary investment authority with respect to the other Partnership’s investment in the Common Stock. Messrs. Donoghue and Murphy are the sole managing members of Discovery Group. As a consequence, Discovery Group and Messrs. Donoghue and Murphy may be deemed to share beneficial ownership of all of the shares of Common Stock owned by both of the Partnerships, while Discovery Equity Partners shares beneficial ownership with Discovery Group and Messrs. Donoghue and Murphy of only the shares of Common Stock owned by it.

The transactions in Common Stock effected by the Reporting Persons since during the 60-day period preceding this filing are set out in Exhibit 1 hereto.

No person other than the Partnerships is known to any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the shares of Common Stock reported herein.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to read in its entirety as follows:

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between or among any of the Reporting Persons and any other person with respect to any securities of the Company other than the governing documents of Discovery Group and the Partnerships, the margin loan facilities referred to under Item 3 above, the Joint Filing Agreement of the Reporting Persons with respect to the Schedule 13D that was included as an exhibit thereto, the Joint Filing Agreement of the Reporting Persons with respect to this Amendment No. 2 included as Exhibit 2 to this Amendment No. 2, and the Powers of Attorney granted by Messrs Donoghue and Murphy with respect to reports under Section 13 of the Securities Exchange Act of 1934, as amended, which Powers of Attorney are included as Exhibit 3 and Exhibit 4, respectively, to this Amendment No. 2.

Item 7. Material to be Filed as Exhibits

Exhibit 1: List of transactions by Reporting Persons in the Company's Common Stock during the 60-day period preceding this filing.

Exhibit 2: Joint Filing Agreement dated as of January 26, 2009, by and among Discovery Equity Partners; Discovery Group; Daniel J. Donoghue; and Michael R. Murphy.

Exhibit 3: Power of Attorney of Daniel J. Donoghue, dated as of April 28, 2008.

Exhibit 4: Power of Attorney of Michael R. Murphy, dated as of April 28, 2008.

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.

January 26, 2009

Date

DISCOVERY GROUP I, LLC,
for itself and as general partner of
DISCOVERY EQUITY PARTNERS, L.P.

By: Michael R. Murphy*

Signature

Michael R. Murphy, Managing Member

Name/Title

Daniel J. Donoghue*

Signature

Daniel J. Donoghue

Name/Title

Michael R. Murphy*

Signature

Michael R. Murphy

Name/Title

*By: /s/ Mark Buckley

Mark Buckley

Attorney-in-Fact for Daniel J. Donoghue

Attorney-in-Fact for Michael R. Murphy

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Exhibit Index

- Exhibit 1 List of transactions by Reporting Persons in the Company' s Common Stock during the 60-day period preceding this filing.
- Exhibit 2 Joint Filing Agreement dated as of January 26, 2009, by and among Discovery Equity Partners; Discovery Group; Daniel J. Donoghue; and Michael R. Murphy.
- Exhibit 3 Power of Attorney of Daniel J. Donoghue, dated as of April 28, 2008.
- Exhibit 4 Power of Attorney of Michael R. Murphy, dated as of April 28, 2008.

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TRANSACTIONS DURING PAST 60 DAYS

The Reporting Persons engaged in the following transactions in shares of Common Stock of the Company during the 60-day period preceding this filing. Such transactions involved the purchase of shares on the Nasdaq National Market System.

Date	Type	Price	Shares
11/28/2008*	Purchase	\$ 2.7978	3573
12/1/2008	Purchase	2.77	300
12/1/2008	Purchase	2.78	300
12/1/2008	Purchase	2.79	1000
12/1/2008	Purchase	2.80	500
12/1/2008	Purchase	2.81	1000
12/1/2008	Purchase	2.83	1300
12/1/2008	Purchase	2.85	500
12/1/2008	Purchase	2.86	500
12/2/2008	Purchase	2.62	400
12/2/2008	Purchase	2.63	1000
12/2/2008	Purchase	2.66	1000
12/2/2008	Purchase	2.73	4900
12/2/2008	Purchase	2.74	1100
12/3/2008	Purchase	2.45	331
12/3/2008	Purchase	2.46	500
12/3/2008	Purchase	2.49	1000
12/3/2008	Purchase	2.50	2120
12/3/2008	Purchase	2.515	100
12/3/2008	Purchase	2.52	1900
12/3/2008	Purchase	2.525	200
12/3/2008	Purchase	2.53	1800
12/3/2008	Purchase	2.535	1000
12/3/2008	Purchase	2.545	300
12/3/2008	Purchase	2.5525	100
12/3/2008	Purchase	2.5775	100
12/3/2008	Purchase	2.585	100
12/3/2008	Purchase	2.61	100
12/3/2008	Purchase	2.62	1000
12/3/2008	Purchase	2.622	100
12/3/2008	Purchase	2.625	400
12/3/2008	Purchase	2.63	200

*Due to incomplete data available to the Reporting Persons, the Reporting Persons are reporting the average price of transactions effected on this date.

Date	Type	Price	Shares
12/4/2008	Purchase	\$ 2.552	100
12/4/2008	Purchase	2.56	500
12/4/2008	Purchase	2.565	400

12/4/2008	Purchase	2.57	900
12/4/2008	Purchase	2.58	500
12/4/2008	Purchase	2.581	100
12/4/2008	Purchase	2.582	200
12/4/2008	Purchase	2.585	1900
12/4/2008	Purchase	2.5875	100
12/4/2008	Purchase	2.59	2894
12/4/2008	Purchase	2.60	500
12/4/2008	Purchase	2.625	100
12/4/2008	Purchase	2.63	9900
12/5/2008	Purchase	2.50	3400
12/5/2008	Purchase	2.51	1000
12/5/2008	Purchase	2.52	1000
12/5/2008	Purchase	2.54	300
12/5/2008	Purchase	2.55	1700
12/5/2008	Purchase	2.56	1000
12/5/2008	Purchase	2.59	1000
12/5/2008	Purchase	2.595	500
12/5/2008	Purchase	2.60	500
12/8/2008	Purchase	2.66	500
12/8/2008	Purchase	2.675	100
12/8/2008	Purchase	2.69	1000
12/8/2008	Purchase	2.70	2000
12/8/2008	Purchase	2.72	2700
12/8/2008	Purchase	2.725	2500
12/8/2008	Purchase	2.74	200
12/9/2008	Purchase	2.60	600
12/9/2008	Purchase	2.685	100
12/9/2008	Purchase	2.70	100
12/9/2008	Purchase	2.71	300
12/9/2008	Purchase	2.73	1000
12/9/2008	Purchase	2.735	700
12/9/2008	Purchase	2.74	1300
12/9/2008	Purchase	2.75	1000
12/10/2008	Purchase	2.75	100
12/10/2008	Purchase	2.76	1000
12/11/2008	Purchase	2.785	100
12/11/2008	Purchase	2.79	1000
12/11/2008	Purchase	2.80	2600
12/11/2008	Purchase	2.805	100
12/11/2008	Purchase	2.81	900

Date	Type	Price	Shares
12/12/2008	Purchase	\$ 2.76	964
12/12/2008	Purchase	2.765	200
12/12/2008	Purchase	2.77	100
12/12/2008	Purchase	2.78	1300
12/12/2008	Purchase	2.7825	100
12/12/2008	Purchase	2.75	200

12/12/2008	Purchase	2.79	600
12/12/2008	Purchase	2.792	800
12/12/2008	Purchase	2.80	400
12/15/2008	Purchase	2.83	200
12/15/2008	Purchase	2.84	300
12/15/2008	Purchase	2.85	200
12/15/2008	Purchase	2.86	300
12/15/2008	Purchase	2.87	700
12/16/2008	Purchase	2.70	100
12/16/2008	Purchase	2.705	200
12/16/2008	Purchase	2.76	1000
12/16/2008	Purchase	2.78	400
12/16/2008	Purchase	2.79	14700
12/17/2008	Purchase	2.70	3420
12/17/2008	Purchase	2.72	5100
12/17/2008	Purchase	2.73	200
12/17/2008	Purchase	2.74	900
12/18/2008	Purchase	2.70	1100
12/18/2008	Purchase	2.73	500
12/18/2008	Purchase	2.75	500
12/19/2008	Purchase	2.55	1000
12/19/2008	Purchase	2.58	1000
12/19/2008	Purchase	2.59	1000
12/19/2008	Purchase	2.60	2000
12/19/2008	Purchase	2.65	6600
12/19/2008	Purchase	2.70	1000
12/19/2008	Purchase	2.713	100
12/19/2008	Purchase	2.715	300
12/19/2008	Purchase	2.7175	100
12/19/2008	Purchase	2.72	100
12/19/2008	Purchase	2.725	300
12/19/2008	Purchase	2.74	100
12/22/2008	Purchase	2.40	1000
12/22/2008	Purchase	2.46	1000
12/22/2008	Purchase	2.50	1000
12/22/2008	Purchase	2.51	100
12/22/2008	Purchase	2.60	1300
12/22/2008	Purchase	2.61	200

Date	Type	Price	Shares
12/22/2008	Purchase	\$ 2.62	1000
12/22/2008	Purchase	2.63	500
12/22/2008	Purchase	2.64	1000
12/22/2008	Purchase	2.65	1200
12/22/2008	Purchase	2.66	300
12/23/2008	Purchase	2.26	100
12/23/2008	Purchase	2.2675	100
12/23/2008	Purchase	2.275	100
12/23/2008	Purchase	2.29	1700

12/23/2008	Purchase	2.30	800
12/23/2008	Purchase	2.31	100
12/23/2008	Purchase	2.33	100
12/23/2008	Purchase	2.35	100
12/23/2008	Purchase	2.36	200
12/23/2008	Purchase	2.37	100
12/23/2008	Purchase	2.42	100
12/23/2008	Purchase	2.43	200
12/23/2008	Purchase	2.46	200
12/23/2008	Purchase	2.465	100
12/23/2008	Purchase	2.47	100
12/23/2008	Purchase	2.475	100
12/26/2008	Purchase	2.46	287
12/26/2008	Purchase	2.47	1000
12/26/2008	Purchase	2.50	900
12/30/2008	Purchase	2.32	100
12/30/2008	Purchase	2.345	200
12/30/2008	Purchase	2.41	3976
12/30/2008	Purchase	2.46	100
12/30/2008	Purchase	2.58	300
12/30/2008	Purchase	2.58	8300
1/2/2009	Purchase	2.83	200
1/2/2009	Purchase	2.84	1000
1/2/2009	Purchase	2.85	2800
1/2/2009	Purchase	2.87	500
1/2/2009	Purchase	2.88	5160
1/2/2009	Purchase	2.89	4500
1/5/2009	Purchase	2.93	500
1/5/2009	Purchase	2.94	100
1/5/2009	Purchase	2.95	300
1/5/2009	Purchase	2.96	700
1/6/2009	Purchase	3.074	100
1/6/2009	Purchase	3.08	200
1/6/2009	Purchase	3.09	900
1/6/2009	Purchase	3.10	7600

Date	Type	Price	Shares
1/6/2009	Purchase	\$ 3.105	100
1/6/2009	Purchase	3.11	10
1/6/2009	Purchase	3.12	2000
1/6/2009	Purchase	3.15	4700
1/7/2009	Purchase	3.03	100
1/7/2009	Purchase	3.04	1000
1/7/2009	Purchase	3.08	2300
1/7/2009	Purchase	3.085	400
1/7/2009	Purchase	3.09	200
1/7/2009	Purchase	3.10	4600
1/8/2009	Purchase	3.03	200
1/8/2009	Purchase	3.04	200

1/8/2009	Purchase	3.05	200
1/8/2009	Purchase	3.06	300
1/8/2009	Purchase	3.07	1000
1/8/2009	Purchase	3.08	100
1/9/2009	Purchase	3.07	2500
1/9/2009	Purchase	3.08	350
1/12/2009	Purchase	2.95	100
1/12/2009	Purchase	2.96	1000
1/12/2009	Purchase	2.97	600
1/12/2009	Purchase	2.98	300
1/12/2009	Purchase	2.99	300
1/12/2009	Purchase	3.00	300
1/13/2009	Purchase	2.82	200
1/13/2009	Purchase	2.83	1000
1/13/2009	Purchase	2.87	400
1/13/2009	Purchase	2.88	400
1/13/2009	Purchase	2.90	500
1/13/2009	Purchase	2.93	100
1/14/2009	Purchase	2.465	100
1/14/2009	Purchase	2.50	100
1/14/2009	Purchase	2.51	100
1/14/2009	Purchase	2.52	100
1/14/2009	Purchase	2.53	300
1/14/2009	Purchase	2.54	3400
1/14/2009	Purchase	2.735	300
1/14/2009	Purchase	2.74	700
1/15/2009	Purchase	2.48	390
1/15/2009	Purchase	2.55	1000
1/15/2009	Purchase	2.56	2000
1/15/2009	Purchase	2.59	1000
1/16/2009	Purchase	2.50	200
1/16/2009	Purchase	2.505	300

Date	Type	Price	Shares
1/16/2009	Purchase	\$ 2.51	200
1/16/2009	Purchase	2.54	1300
1/16/2009	Purchase	2.55	613
1/16/2009	Purchase	2.57	1200
1/16/2009	Purchase	2.59	400
1/20/2009	Purchase	2.54	1200
1/21/2009	Purchase	2.40	70
1/21/2009	Purchase	2.42	900
1/21/2009	Purchase	2.43	1000
1/21/2009	Purchase	2.51	1000
1/21/2009	Purchase	2.52	3000
1/21/2009	Purchase	2.55	3800
1/22/2009	Purchase	2.46	500
1/22/2009	Purchase	2.48	500
1/22/2009	Purchase	2.49	500

1/22/2009	Purchase	2.50	1300
1/22/2009	Purchase	2.51	1500
1/23/2009	Purchase	2.34	1000
1/23/2009	Purchase	2.365	91
1/23/2009	Purchase	2.37	1000
1/23/2009	Purchase	2.38	2409
1/23/2009	Purchase	2.39	200
1/23/2009	Purchase	2.42	200

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Amendment No. 2 to Schedule 13D to which this Agreement is attached.

Dated: January 26, 2009

DISCOVERY GROUP I, LLC
for itself and as general partner of
DISCOVERY EQUITY PARTNERS, L.P.

By Michael R. Murphy*
Michael R. Murphy
Managing Member

Daniel J. Donoghue*
Daniel J. Donoghue

Michael R. Murphy*
Michael R. Murphy

*By: /s/ Mark Buckley
Mark Buckley
Attorney-in-Fact for Daniel J. Donoghue
Attorney-in-Fact for Michael R. Murphy

POWER OF ATTORNEY

The undersigned, Daniel J. Donoghue, hereby appoints Mark Buckley his true and lawful attorney-in-fact and agent, with full power to execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on his behalf in any and all capacities, any and all reports required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder on Schedule 13D or 13G, any and all amendments to such reports, with all exhibits, and any other forms or documents as may be necessary in connection with the filing of such reports with the United States Securities and Exchange Commission and any stock exchange or similar authority, granting unto said attorney full power and authority to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, as fully as the undersigned might or could do in person.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact and agent.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed this 28th day of April, 2008.

/s/ Daniel J. Donoghue

Daniel J. Donoghue

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Kareema M. Cruz, a Notary Public in and for the County of Cook, State of Illinois, DO HEREBY CERTIFY that Daniel J. Donoghue, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 28th day of April, 2008.

/s/ Kareema M. Cruz

Notary Public

POWER OF ATTORNEY

The undersigned, Michael R. Murphy, hereby appoints Mark Buckley his true and lawful attorney-in-fact and agent, with full power to execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on his behalf in any and all capacities, any and all reports required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder on Schedule 13D or 13G, any and all amendments to such reports, with all exhibits, and any other forms or documents as may be necessary in connection with the filing of such reports with the United States Securities and Exchange Commission and any stock exchange or similar authority, granting unto said attorney full power and authority to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, as fully as the undersigned might or could do in person.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact and agent.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed this 28th day of April, 2008.

/s/ Michael R. Murphy

Michael R. Murphy

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Kareema M. Cruz, a Notary Public in and for the County of Cook, State of Illinois, DO HEREBY CERTIFY that Michael R. Murphy, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 28th day of April, 2008.

/s/ Kareema M. Cruz

Notary Public