

Edgar Filing: PLANETOUT INC - Form SC 13G/A

PLANETOUT INC  
Form SC 13G/A  
February 14, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULE 13D-1(B) (C), AND (D) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13D-2 (B)

(AMENDMENT NO. 1) \*

PlanetOut

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

727058109

(CUSIP Number)

December 31, 2005

(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)

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).

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

J.P. Morgan Partners (23A SBIC), L.P.  
13-3986302

-----

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

-----

	5	SOLE VOTING POWER
		272,975 shares of common stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER
		272,975 shares of common stock
	8	SHARED DISPOSITIVE POWER

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

272,975 shares of common stock

-----

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

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

1.6%

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12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSON (ENTITIES ONLY).

J.P. Morgan Partners (BHCA), L.P.  
13-3371826

-----

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

-----

	5	SOLE VOTING POWER
		33,923 shares of common stock
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
	7	SOLE DISPOSITIVE POWER
		33,923 shares of common stock
	8	SHARED DISPOSITIVE POWER

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

33,923 shares of common stock

-----

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

-----

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

.2%

-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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ITEM 1.

(a) NAME OF ISSUER:

Planetout

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1355 Sansome St.  
San Francisco, CA 94111

(c) NAME OF PERSON FILING:

J.P. Morgan Partners (23A SBIC), L.P. ("JPMP SBIC")  
J.P. Morgan Partners (BHCA, L.P. ("JPMP BHCA"))

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(d) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas  
New York, New York 10020

CITIZENSHIP:

Delaware

(e) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock, par value \$0.01 per share

(f) CUSIP NUMBER:

727058109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS. 240. 13D-1(B) OR 240. 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED:

JPMP BHCA: 33,923 shares of Common Stock  
JPMP SBIC: 272,975 shares of Common Stock

(b) PERCENT OF CLASS:

JPMP BHCA: .2% (as of December 31, 2005)  
JPMP SBIC: 1.6% (as of December 31, 2005)

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(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

- (i) Sole power to vote or to direct vote: JPMP BHCA: 33,923 shares of Common Stock, JPMP SBIC: 272,975 shares of Common Stock
- (ii) Shares power to vote or to direct the vote: Not applicable
- (iii) Sole power to dispose or to direct the disposition of: JPMP BHCA: 33,923 shares of Common Stock, JPMP SBIC: 272,975 shares of Common Stock
- (iv) Shares power to dispose or to direct disposition of: Not applicable

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 hereto the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [x].

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.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

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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.

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Date: February 14, 2006

J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC  
Manager), Inc.

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P., its  
general partner

By: JPMP Capital Corp., its general  
partner

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

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EXHIBIT 2 (A)

This statement is being filed by J.P. Morgan Partners (23A SBIC), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP SBIC"), whose principal business office is located at 1221 Avenue of the Americas, New York, New York 10020. JPMP SBIC is engaged in the venture capital and leveraged buyout business. The general partner of JPMP SBIC is J.P. Morgan Partners (23A SBIC Manager), Inc., a Delaware corporation (hereinafter referred to as "JPMP Manager"), whose principal business office is located at the same address as JPMP SBIC, and is also indirectly (through JPMP SBIC) engaged in the venture capital and leveraged buyout business. Set forth in Schedule A hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer of JPMP Manager. As general partner of JPMP SBIC, JPMP Manager may be deemed to beneficially own the shares held by JPMP SBIC.

This statement is also being filed by J.P. Morgan Partners (BHCA), L.P., a Delaware limited partnership (hereinafter referred to as "JPMP BHCA"), whose principal business office is located 1221 Avenue of the Americas, New York, New York 10020. JPMP BHCA is engaged in the venture capital, private equity and leveraged buyout business. The general partner of JPMP BHCA is JPMP Master Fund

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Manager, L.P., a Delaware limited partnership (hereinafter referred to as "JPMP Master Fund"), whose principal business office is located at the same address as JPMP BHCA, and is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and leveraged buyout business. As general partner of JPMP BHCA, JPMP Master Fund may be deemed to beneficially own the shares held by JPMP BHCA.

The general partner of JPMP Master Fund is JPMP Capital Corp., a New York corporation (hereinafter referred to as "JPMP Capital Corp."), whose principal business office is located at the same address as JPMP (BHCA), and is also engaged directly and indirectly (through affiliates) in the venture capital, private equity and leveraged buyout business. Set forth in Schedule B hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMP Capital Corp. As general partner of JPMP Master Fund, JPMP Capital Corp. may be deemed to beneficially own the shares held by JPMP BHCA.

JPMP Manager is a wholly owned subsidiary of JPMorgan Chase Bank, National Association, a National Banking Association (hereinafter referred to as "JPM Chase Bank") which is engaged in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule C hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each of each executive officer and director of JPM Chase Bank. JPM Chase Bank and JPMP Capital is a wholly owned subsidiary of JPMorgan Chase & Co., a Delaware corporation (hereinafter referred to as "JPMorgan Chase") which is engaged (primarily through subsidiaries) in the commercial banking business with its principal office located at 270 Park Avenue, New York, New York 10017. Set forth in Schedule D hereto and incorporated herein by reference are the names, business addresses, principal occupations and employments of each executive officer and director of JPMorgan Chase.

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### EXHIBIT 2 (B)

#### JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is accurate.

Dated this 14th day of February, 2006.

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J.P. MORGAN PARTNERS (23A SBIC), L.P.

By: J.P. Morgan Partners (23A SBIC  
Manager), Inc.

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

J.P. MORGAN PARTNERS (BHCA), L.P.

By: JPMP Master Fund Manager, L.P., its  
general partner

By: JPMP Capital Corp., its general  
partner

By: /s/ Jeffrey C. Walker

-----  
Name: Jeffrey C. Walker  
Title: President

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SCHEDULE A

J.P. MORGAN PARTNERS (23A SBIC MANAGER), INC.

EXECUTIVE OFFICERS(1)

President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*



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Managing Director	Stephen McKenna*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	Kevin O'Brien*
Managing Director	Timothy Purcell*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuek*
Managing Director	Lauren Tyler*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*

DIRECTORS (1)  
Jeffrey C. Walker\*

-----  
(1) Each of whom is a United States citizen  
\* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

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SCHEDULE B

JPMP CAPITAL CORP.

EXECUTIVE OFFICERS (1)

Chief Executive Officer	William B. Harrison**
President	Jeffrey C. Walker*
Chief Investment Officer	Arnold L. Chavkin*
Managing Director	Srinivas Akkaraju*
Managing Director	Christopher Albinson*
Managing Director	Dr. Dana Beth Ardi*
Managing Director	Christopher C. Behrens*
Managing Director	John Breckenridge*
Managing Director	Julie Casella-Esposito*
Managing Director	Rodney A. Ferguson*
Managing Director	Michael R. Hannon*
Managing Director	Matthew Lori*
Managing Director	Jonathan R. Lynch*
Managing Director	Sunil Mishra*
Managing Director	Stephen P. Murray*
Managing Director	John Reardon*
Managing Director	Faith Rosenfeld*
Managing Director	Shahan D. Soghikian*
Managing Director	William Stuek*
Managing Director	Timothy J. Walsh*
Managing Director	Richard D. Waters, Jr. *
Managing Director	Damion E. Wicker, M.D.*

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DIRECTORS (1)  
William B. Harrison\*\*  
Jeffrey C. Walker\*

-----

(1) Each of whom is a United States citizen

- \* Principal occupation is employee and/or officer of J.P. Morgan Partners, LLC. Business address is c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.
- \*\* Principal occupation is employee or officer of J.P. Morgan Chase & Co. Business address is c/o J.P. Morgan Chase & CO., 270 Park Avenue, New York, New York 10017.

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SCHEDULE C

J.P. MORGAN CHASE BANK, NATIONAL ASSOCIATION

EXECUTIVE OFFICERS (1)

Chairman of the Board	William B. Harrison Jr.*
President and Chief Executive Officer	James Dimon*
Chief Information Officer	Austin A. Adams*
Co-CEO, Investment Bank	Steven D. Black*
Chief Executive Officer and Executive Vice President, Card Services	Richard J. Srednicki*
Chief Financial Officer	Michael J. Cavanagh*
Chief Administrative Officer	Frank Bisignano *
Director of Human Resources	John F. Bradley*
Co-General Counsel	Joan Guggenheimer*
Chief Investment Officer	Ina R. Drew *
Head, Commercial Banking	Samuel Todd Maclin*
Head, Strategy	Jay Mandelbaum*
Co-General Counsel	William H. McDavid*
Treasury & Securities Services	Heidi Miller*
Head, Retail Financial Services	Charles W. Scharf*
Head, Asset & Wealth Management	James E. Staley*
Chief Risk Officer	Don M. Wilson III*
MD & Co-CEO, Investment Bank	William T. Winters*

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(1) Each of whom is a United States citizen.

- \* Principal occupation is employee or officer of JPMorgan Chase & Co. Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York, New York 10017.

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SCHEDULE D

JPMORGAN CHASE & CO.

EXECUTIVE OFFICERS(1)

Chairman of the Board	William B. Harrison Jr.*
President and Chief Executive Officer	James Dimon*
Chief Information Officer	Austin A. Adams*
Co-CEO, Investment Bank	Steven D. Black*
Chief Executive Officer and Executive Vice President, Card Services	Richard J. Srednicki*
Chief Financial Officer	Michael J. Cavanagh*
Chief Administrative Officer	Frank Bisignano *
Director of Human Resources	John F. Bradley*
Co-General Counsel	Joan Guggenheimer*
Chief Investment Officer	Ina R. Drew *
Head, Commercial Banking	Samuel Todd Maclin*
Head, Strategy	Jay Mandelbaum*
Co-General Counsel	William H. McDavid*
Treasury & Securities Services	Heidi Miller*
Head, Retail Financial Services	Charles W. Scharf*
Head, Asset & Wealth Management	James E. Staley*
Chief Risk Officer	Don M. Wilson III*
MD & Co-CEO, Investment Bank	William T. Winters*

-----  
(1) Each of whom is a United States citizen.

\* Principal occupation is employee or officer of JPMorgan Chase & Co.  
Business address is c/o JPMorgan Chase & Co., 270 Park Avenue, New York,  
New York 10017.

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DIRECTORS(1)

NAME	PRINCIPAL OCCUPATION OR EMPLOYMENT; BUSINESS OR RESIDENCE ADDRESS
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Hans W. Becherer

Retired Chairman of the Board and  
Chief Executive Officer  
Deere & Company  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

John H. Biggs

Former Chairman and CEO  
TIAA - CREF  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

Lawrence A. Bossidy

Retired Chairman of the Board  
Honeywell International Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

Stephen B. Burke

President  
Comcast Cable Communications, Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

James S. Crown

President  
Henry Crown and Company  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

James Dimon

President and Chief Executive Officer  
JPMorgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

Ellen V. Futter

President and Trustee  
American Museum of Natural History  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

William H. Gray, III

Retired President and Chief Executive Officer  
The College Fund/UNCF  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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(1) Each of whom is a United States citizen.

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William B. Harrison, Jr.

Chairman of the Board  
JPMorgan Chase & Co.  
270 Park Avenue, 8th Floor  
New York, New York 10017-2070

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Laban P. Jackson, Jr.

Chairman and Chief Executive Officer  
Clear Creek Properties, Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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Lee R. Raymond

Chairman of the Board and Chief Executive Officer  
Exxon Mobil Corporation  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

---

John W. Kessler

Owner  
John W. Kessler Company  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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Robert I. Lipp

Senior Advisor  
JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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Richard A. Monoogian

Chairman and Chief Executive Officer  
Masco Corporation  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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David C. Novak

Chairman and Chief Executive Officer  
Yum! Brands, Inc.  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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William C. Weldon

Chairman and Chief Executive Officer  
Johnson & Johnson  
c/o JPMorgan Chase & Co.  
270 Park Avenue  
New York, New York 10017

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