

GROSSER ADAM
Form 3/A
October 28, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GROSSER ADAM | | (Month/Day/Year) | ATHEROS COMMUNICATIONS INC [ATHR] | |
| (Last) | (First) | 10/28/2004 | | |
| 70 WILLOW ROAD, SUITE 200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 02/12/2004 |
| MENLO PARK, CA 94025 | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | (give title below) | (specify below) |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--------------------------------------|------------|------------------|--------|-----------|-------------------|------------------|--|
| Series A Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 4,250,000 | \$ ⁽⁴⁾ | I | By Foundation Capital II, L.P. ⁽²⁾ |
| Series A Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 500,000 | \$ ⁽⁴⁾ | I | By Foundation Capital II Entrepreneurs Fund, LLC ⁽²⁾ |
| Series A Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 250,000 | \$ ⁽⁴⁾ | I | By Foundation Capital II Principals Fund, LLC ⁽²⁾ |
| Series B Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 1,128,380 | \$ ⁽⁴⁾ | I | By Foundation Capital II, L.P. ⁽²⁾ |
| Series B Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 132,750 | \$ ⁽⁴⁾ | I | By Foundation Capital II Entrepreneurs Fund, LLC ⁽²⁾ |
| Series B Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 66,376 | \$ ⁽⁴⁾ | I | By Foundation Capital II Principals Fund, LLC ⁽²⁾ |
| Series C Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 1,507,781 | \$ ⁽⁴⁾ | I | By Foundation Capital Leadership Fund, L.P. ⁽³⁾ |
| Series C Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 40,207 | \$ ⁽⁴⁾ | I | By Foundation Capital Leadership Principals Fund, LLC ⁽³⁾ |
| Series A Convertible Preferred Stock | 02/11/2004 | Â ⁽¹⁾ | Common | 100,000 | \$ ⁽⁴⁾ | D ⁽⁵⁾ | Â |
| Common | 02/11/2004 | Â ⁽¹⁾ | Common | 80,000 | \$ ⁽⁶⁾ | D ⁽⁵⁾ | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GROSSER ADAM 70 WILLOW ROAD, SUITE 200 MENLO PARK, CA 94025 | Â | Â X | Â | Â |

Signatures

/s/ Adam
Grosser

10/28/2004

Date

Signature of
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The expiration date is not relevant to the conversion of these securities.

For additional information on joint filing, see Form 3's filed for William B. Elmore, Foundation Capital Management Co. II, LLC, and FC Leadership Management Co., LLC. James C. Anderson ("Anderson"), Kathryn C. Gould ("Gould"), Paul G. Koontz ("Koontz"), and Michael N. Schuh ("Schuh") are Managers of Foundation Capital Management Co. II, LLC ("FCMII"), which serves as the sole General Partner of Foundation Capital II, L.P. ("FCII") and the sole Manager of Foundation Capital II Entrepreneurs Fund, LLC ("FCIIE") and Foundation Capital II Principals Fund, LLC ("FCIIP"). FCMII exercises sole voting and investment power over the shares owned by FCII, FCIIE, and FCIIP. As Managers of FCIIM, Anderson, Gould, Koontz and Schuh are deemed to share voting and investment powers over the shares held by FCII, FCIIE, and FCIIP. Each member of the group disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

- For additional information on joint filing, see Form 3's filed for William B. Elmore, Foundation Capital Management Co. II, LLC, and FC Leadership Management Co., LLC. Kathryn C. Gould ("Gould"), Adam Grosser ("Grosser"), Paul G. Koontz ("Koontz"), and Michael N. Schuh ("Schuh") are Managers of FC Leadership Management Co., LLC ("FCLM"), which serves as the sole General Partner of
- (3) Foundation Capital Leadership Fund, L.P. ("FCL") and the sole Manager of Foundation Capital Leadership Principals Fund, LLC ("FCLP"). FCLM exercises sole voting and investment power over the shares owned by FCL and FCLP. As Managers of FCLM, Gould, Koontz, Schuh and Grosser are deemed to share voting and investment powers over the shares held by FCL and FCLP. Each member of the group disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (4) Each one share of Preferred Stock is convertible into approximately 0.75 shares of Common Stock.

These securities were inadvertently omitted from the Form 3 that was originally filed as a joint filing by Kathryn C. Gould on 02/12/2004.

(5) These shares are solely and directly owned by Adam Grosser. For additional information on joint filing, see Form 3's filed for William B. Elmore, Kathryn C. Gould, Foundation Capital Management Co. II, LLC, and FC Leadership Management Co., LLC.

- (6) Each one share of Common Stock is convertible into approximately 0.75 shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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