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CENTRA SOFTWARE INC

Form SC 13G/A

February 07, 2002

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

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b) (c),
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Centra Software, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

15234X 10 3

(CUSIP Number)

December 31, 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

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Notes).

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Item 1(a). Name of Issuer: Centra Software, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

430 Bedford Street, Lexington, MA 02420

Item 2(a). Name of Persons Filing: (1) North Bridge Venture Partners, L.P.;

(2) North Bridge Venture Management, L.P. (the sole general partner of North Bridge Venture Partners, L.P.); and (3) Edward T. Anderson and Richard A. D'Amore (the general partners of North Bridge Venture Management, L.P.).

Item 2(b). Address of Principal Business Office or, if None, Residence: The

address of the principal business office of each of North Bridge Venture Partners L.P., North Bridge Venture Management, L.P., Edward T. Anderson, and Richard A. D'Amore is 950 Winter Street, Suite 4600, Waltham, MA 02451. The persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

Item 4. Ownership.

Not Applicable

Item 5. Ownership of Five Percent or Less of a Class.

Each Reporting Person has ceased to own beneficially more than 5% of the outstanding Common Stock of Centra Software, Inc.

All other items reported on the Schedule 13G dated as of February 8, 2001 and

filed on behalf of the Reporting Persons with respect to the Common Stock of

Centra Software, Inc. remain unchanged.

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SIGNATURE

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After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 7, 2002

NORTH BRIDGE VENTURE PARTNERS, L.P.

By: North Bridge Venture Management, L.P.

By: /s/ Edward T. Anderson

Edward T. Anderson
General Partner

North Bridge Venture Management, L.P.

By: /s/ Edward T. Anderson

Edward T. Anderson
General Partner

EDWARD T. ANDERSON

/s/ Edward T. Anderson

RICHARD A. D'AMORE

/s/ Richard A. D'Amore

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AGREEMENT

Pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of Centra Software, Inc.

EXECUTED this 7th day of February, 2002

NORTH BRIDGE VENTURE PARTNERS, L.P.

By: North Bridge Venture Management, L.P.

By: /s/ Edward T. Anderson

Edward T. Anderson
General Partner

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NORTH BRIDGE VENTURE MANAGEMENT, L.P.

By: /s/ Edward T. Anderson

Edward T. Anderson
General Partner

EDWARD T. ANDERSON

/s/ Edward T. Anderson

RICHARD A. D'AMORE

/s/ Richard A. D'Amore
