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SUPPORTSOFT INC
Form SC 13D
May 07, 2002

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

SCHEDULE 13D

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

SupportSoft, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

868587106

(CUSIP Number)

May 3, 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-2(c)

* 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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (3-98)

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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RS Investment Management Co. LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / X /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SOLE VOTING POWER -0-

7 SHARED VOTING POWER -6,722,450-

8 SOLE DISPOSITIVE POWER -0-

9 SHARED DISPOSITIVE POWER -6,722,450-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -6,722,450-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 20.7%

13 TYPE OF REPORTING PERSON (See Instructions) OO, HC

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Investment Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / X /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

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5 CITIZENSHIP OR PLACE OF ORGANIZATION

California

| | | |
|---|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SOLE VOTING POWER -0- |
| | 7 | SHARED VOTING POWER -6,722,450- |
| | 8 | SOLE DISPOSITIVE POWER -0- |
| | 9 | SHARED DISPOSITIVE POWER -6,722,450- |

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-6,722,450-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
20.7%

13 TYPE OF REPORTING PERSON (See Instructions)
IA, PN

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1 NAME OF REPORTING PERSONS
IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

RS Diversified Growth Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) / X /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

| | | |
|---|---|------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | SOLE VOTING POWER -0- |
| | 7 | SHARED VOTING POWER -4,181,000- |
| | 8 | SOLE DISPOSITIVE POWER -0- |
| | 9 | SHARED DISPOSITIVE POWER |

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-4,181,000-

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-4,181,000-

11 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See
Instructions)

12 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.5%

13 TYPE OF REPORTING PERSON (See Instructions)
IV

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ITEM 1.

This Schedule 13D is filed with respect to the Common Stock of SupportSoft, Inc.

ITEM 2.

This Schedule 13D is filed on behalf of the following:

- I. (a) RS Investment Management Co. LLC is a Delaware Limited Liability Company.
(b) 388 Market Street, Ste 200, San Francisco, CA 94111
(c) holding company
(d) no convictions in criminal proceedings
(e) no civil or administrative proceedings
- II. (a) RS Investment Management, L.P. is a California Limited Partnership.
(b) 388 Market Street, Ste 200, San Francisco, CA 94111
(c) registered investment adviser
(d) no convictions in criminal proceedings
(e) no civil or administrative proceedings
- III. (a) RS Diversified Growth Fund is part of a Massachusetts Business Trust.
(b) 388 Market Street, Ste 200, San Francisco, CA 94111
(c) investment company
(d) no convictions in criminal proceedings
(e) no civil or administrative proceedings

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ITEM 3

The securities with respect to which this Schedule 13D is filed were purchased by Funds managed by RSIM, L.P. using working capital contributed by the Funds respective partners and shareholders.

ITEM 4

This schedule is being filed based on a change in the ownership position of Funds managed by RSIM, L.P. due to acquisitions. All shares are held for investment purposes only. The reporting persons may sell all or part or acquire additional securities of the Issuer depending on market conditions and other economic factors.

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ITEM 5

The aggregate number and percentage of the class of securities identified pursuant to Item 1 of this Schedule 13D that are beneficially owned by the persons listed in Item 2 are as follows:

| | | |
|----------------------------|-----------|-------|
| RS Investment Mgmt Co. LLC | 6,722,450 | 20.7% |
| RS Investment Mgmt, L.P. | 6,722,450 | 20.7% |
| RS Diversified Growth Fund | 4,181,000 | 12.5% |

All percentages in this table are based, pursuant to 13D-1(e) of the Securities Exchange Act of 1934, as amended, on 33,494,459 shares of Common Stock of the Issuer outstanding as of April 10, 2002.

RS Investment Mgmt Co. LLC is a Delaware Limited Liability Company that is deemed to have shared dispositive power over 6,772,450 shares of the Issuer.

RS Investment Mgmt, L.P. is a California Limited Partnership that is deemed to have shared dispositive power over 6,772,450 shares of the Issuer.

RS Diversified Growth Fund is an investment company that is part of a Massachusetts Business Trust with shared dispositive power over 4,181,000 shares of the Issuer.

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The following is a list of transactions by the filing parties in the last 60 days:

| ACCT | DATE | SHARES | TRADE AMT | TYPE |
|------------------|------------|--------|-----------|-------------------|
| RS acct | 03/05/2002 | 25000 | 97500 | open mkt purchase |
| RS acct | 03/06/2002 | 25000 | 100750 | open mkt purchase |
| RS acct | 03/07/2002 | 50000 | 204500 | open mkt purchase |
| RS acct | 03/12/2002 | 4100 | 18204 | open mkt purchase |
| RS acct | 03/12/2002 | 2100 | 9324 | open mkt purchase |
| Sub-advised acct | 03/12/2002 | 6200 | 27528 | open mkt purchase |
| Sub-advised acct | 03/12/2002 | 1600 | 7104 | open mkt purchase |
| Sub-advised acct | 03/18/2002 | 2500 | 9825 | open mkt purchase |
| Sub-advised acct | 03/18/2002 | 5000 | 19650 | open mkt purchase |
| Sub-advised acct | 03/18/2002 | 12400 | 48732 | open mkt purchase |
| Sub-advised acct | 03/19/2002 | 7400 | 26640 | open mkt purchase |
| Sub-advised acct | 03/19/2002 | 5000 | 18250 | open mkt purchase |
| Sub-advised acct | 03/19/2002 | 100 | 360 | open mkt purchase |
| DGF | 03/20/2002 | 4900 | 16129 | open mkt purchase |
| DGF | 03/20/2002 | 14900 | 49766 | open mkt purchase |
| RS acct | 03/20/2002 | 1000 | 3292 | open mkt purchase |
| RS acct | 03/20/2002 | 3000 | 10020 | open mkt purchase |
| RS acct | 03/20/2002 | 1800 | 5925 | open mkt purchase |
| RS acct | 03/20/2002 | 5300 | 17702 | open mkt purchase |
| Sep acct | 03/20/2002 | 7400 | 24716 | open mkt purchase |
| Sep acct | 03/20/2002 | 2500 | 8229 | open mkt purchase |
| Sub-advised acct | 03/20/2002 | 2000 | 6583 | open mkt purchase |
| Sub-advised acct | 03/20/2002 | 6000 | 20040 | open mkt purchase |
| Sub-advised acct | 03/20/2002 | 3000 | 10020 | open mkt purchase |
| Sub-advised acct | 03/20/2002 | 1000 | 3292 | open mkt purchase |

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| | | | | |
|------------------|------------|-------|--------|-------------------|
| Sub-advised acct | 03/20/2002 | 500 | 1646 | open mkt purchase |
| Sub-advised acct | 03/20/2002 | 1500 | 5010 | open mkt purchase |
| Sub-advised acct | 03/20/2002 | 3900 | 13026 | open mkt purchase |
| Sub-advised acct | 03/20/2002 | 1300 | 4279 | open mkt purchase |
| DGF | 03/21/2002 | 8400 | 28896 | open mkt purchase |
| RS acct | 03/21/2002 | 1700 | 5848 | open mkt purchase |
| RS acct | 03/21/2002 | 3000 | 10320 | open mkt purchase |
| Sep acct | 03/21/2002 | 4100 | 14104 | open mkt purchase |
| Sub-advised acct | 03/21/2002 | 3300 | 11352 | open mkt purchase |
| Sub-advised acct | 03/21/2002 | 1600 | 5504 | open mkt purchase |
| Sub-advised acct | 03/21/2002 | 800 | 2752 | open mkt purchase |
| Sub-advised acct | 03/21/2002 | 2100 | 7224 | open mkt purchase |
| DGF | 03/22/2002 | 10500 | 35287 | open mkt purchase |
| RS acct | 03/22/2002 | 2200 | 7394 | open mkt purchase |
| RS acct | 03/22/2002 | 3800 | 12771 | open mkt purchase |
| Sep acct | 03/22/2002 | 5300 | 17812 | open mkt purchase |
| Sub-advised acct | 03/22/2002 | 4200 | 14115 | open mkt purchase |
| Sub-advised acct | 03/22/2002 | 2100 | 7057 | open mkt purchase |
| Sub-advised acct | 03/22/2002 | 1100 | 3697 | open mkt purchase |
| Sub-advised acct | 03/22/2002 | 2800 | 9410 | open mkt purchase |
| DGF | 03/25/2002 | 3400 | 10982 | open mkt purchase |
| DGF | 03/25/2002 | 900 | 2935 | open mkt purchase |
| DGF | 03/25/2002 | 900 | 2935 | open mkt purchase |
| RS acct | 03/25/2002 | 6700 | 21641 | open mkt purchase |
| RS acct | 03/25/2002 | 1700 | 5543 | open mkt purchase |
| RS acct | 03/25/2002 | 1800 | 5871 | open mkt purchase |
| RS acct | 03/25/2002 | 2700 | 8804 | open mkt purchase |
| RS acct | 03/25/2002 | 10200 | 32946 | open mkt purchase |
| RS acct | 03/25/2002 | 2700 | 8806 | open mkt purchase |
| Sep acct | 03/25/2002 | 9200 | 29716 | open mkt purchase |
| Sep acct | 03/25/2002 | 2400 | 7826 | open mkt purchase |
| Sep acct | 03/25/2002 | 2500 | 8154 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 300 | 978 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 400 | 1305 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 1300 | 4199 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 1800 | 5871 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 1700 | 5543 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 6700 | 21641 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 100 | 326 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 300 | 969 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 100 | 326 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 200 | 652 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 200 | 652 | open mkt purchase |
| Sub-advised acct | 03/25/2002 | 900 | 2907 | open mkt purchase |
| DGF | 03/26/2002 | 3700 | 11988 | open mkt purchase |
| DGF | 03/26/2002 | 2400 | 7752 | open mkt purchase |
| RS acct | 03/26/2002 | 7300 | 23652 | open mkt purchase |
| RS acct | 03/26/2002 | 4800 | 15504 | open mkt purchase |
| RS acct | 03/26/2002 | 10800 | 34992 | open mkt purchase |
| RS acct | 03/26/2002 | 7600 | 24548 | open mkt purchase |
| Sep acct | 03/26/2002 | 10000 | 32400 | open mkt purchase |
| Sep acct | 03/26/2002 | 6600 | 21318 | open mkt purchase |
| Sub-advised acct | 03/26/2002 | 1500 | 4860 | open mkt purchase |
| Sub-advised acct | 03/26/2002 | 1000 | 3230 | open mkt purchase |
| Sub-advised acct | 03/26/2002 | 7300 | 23652 | open mkt purchase |
| Sub-advised acct | 03/26/2002 | 4800 | 15504 | open mkt purchase |
| Sub-advised acct | 03/26/2002 | 400 | 1296 | open mkt purchase |
| Sub-advised acct | 03/26/2002 | 200 | 646 | open mkt purchase |
| Sub-advised acct | 03/26/2002 | 1000 | 3240 | open mkt purchase |
| Sub-advised acct | 03/26/2002 | 600 | 1938 | open mkt purchase |
| DGF | 04/09/2002 | 3800 | 10489 | open mkt purchase |
| DGF | 04/09/2002 | 66400 | 180296 | open mkt purchase |

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| | | | | |
|------------------|------------|-------|--------|-------------------|
| Sub-advised acct | 04/09/2002 | 900 | 2484 | open mkt purchase |
| Sub-advised acct | 04/09/2002 | 16600 | 45074 | open mkt purchase |
| Sub-advised acct | 04/09/2002 | 8300 | 22537 | open mkt purchase |
| Sub-advised acct | 04/09/2002 | 500 | 1380 | open mkt purchase |
| Sub-advised acct | 04/09/2002 | 200 | 552 | open mkt purchase |
| Sub-advised acct | 04/09/2002 | 3300 | 8960 | open mkt purchase |
| DGF | 04/10/2002 | 28100 | 80577 | open mkt purchase |
| Sub-advised acct | 04/10/2002 | 7000 | 20072 | open mkt purchase |
| Sub-advised acct | 04/10/2002 | 3500 | 10036 | open mkt purchase |
| Sub-advised acct | 04/10/2002 | 1400 | 4014 | open mkt purchase |
| DGF | 04/11/2002 | 31600 | 95957 | open mkt purchase |
| Sub-advised acct | 04/11/2002 | 7900 | 23989 | open mkt purchase |
| Sub-advised acct | 04/11/2002 | 3900 | 11843 | open mkt purchase |
| Sub-advised acct | 04/11/2002 | 1600 | 4859 | open mkt purchase |
| DGF | 04/12/2002 | 35000 | 106225 | open mkt purchase |
| Sub-advised acct | 04/12/2002 | 8800 | 26708 | open mkt purchase |
| Sub-advised acct | 04/12/2002 | 4400 | 13354 | open mkt purchase |
| Sub-advised acct | 04/12/2002 | 1800 | 5463 | open mkt purchase |
| DGF | 04/15/2002 | 7000 | 21980 | open mkt purchase |
| Sub-advised acct | 04/15/2002 | 1800 | 5652 | open mkt purchase |
| Sub-advised acct | 04/15/2002 | 900 | 2826 | open mkt purchase |
| Sub-advised acct | 04/15/2002 | 300 | 942 | open mkt purchase |
| DGF | 04/16/2002 | 10600 | 39291 | open mkt purchase |
| Sub-advised acct | 04/16/2002 | 2600 | 9637 | open mkt purchase |
| Sub-advised acct | 04/16/2002 | 1300 | 4819 | open mkt purchase |
| Sub-advised acct | 04/16/2002 | 500 | 1853 | open mkt purchase |
| DGF | 04/18/2002 | 7800 | 32734 | open mkt purchase |
| DGF | 04/18/2002 | 2600 | 11061 | open mkt purchase |
| RS acct | 04/18/2002 | 50000 | 227700 | open mkt purchase |
| RS acct | 04/18/2002 | 22500 | 94426 | open mkt purchase |
| RS acct | 04/18/2002 | 7400 | 31483 | open mkt purchase |
| RS acct | 04/18/2002 | 7500 | 31908 | open mkt purchase |
| RS acct | 04/18/2002 | 22400 | 94006 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 4400 | 18719 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 13200 | 55396 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 1100 | 4616 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 400 | 1702 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 1100 | 4680 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 3200 | 13429 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 900 | 3829 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 2600 | 10911 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 700 | 2978 | open mkt purchase |
| Sub-advised acct | 04/18/2002 | 2200 | 9233 | open mkt purchase |
| DGF | 04/19/2002 | 56400 | 236034 | open mkt purchase |
| Info Age | 04/19/2002 | 9500 | 39805 | open mkt purchase |
| Info Age | 04/19/2002 | 9500 | 39757 | open mkt purchase |
| Internet Age | 04/19/2002 | 5500 | 23045 | open mkt purchase |
| Internet Age | 04/19/2002 | 5500 | 23017 | open mkt purchase |
| RS acct | 04/19/2002 | 10000 | 41850 | open mkt purchase |
| RS acct | 04/19/2002 | 10000 | 41850 | open mkt purchase |
| Sep acct | 04/19/2002 | 2700 | 11299 | open mkt purchase |
| Sub-advised acct | 04/19/2002 | 6800 | 28458 | open mkt purchase |
| Sub-advised acct | 04/19/2002 | 300 | 1255 | open mkt purchase |
| Sub-advised acct | 04/19/2002 | 2900 | 12136 | open mkt purchase |
| Sub-advised acct | 04/19/2002 | 800 | 3348 | open mkt purchase |
| Sub-advised acct | 04/19/2002 | 700 | 2929 | open mkt purchase |
| Sub-advised acct | 04/19/2002 | 4400 | 18414 | open mkt purchase |
| DGF | 04/22/2002 | 200 | 774 | open mkt purchase |
| DGF | 04/22/2002 | 200 | 786 | open mkt purchase |
| DGF | 04/22/2002 | 300 | 1134 | open mkt purchase |
| Info Age | 04/22/2002 | 12100 | 46816 | open mkt purchase |
| Info Age | 04/22/2002 | 12100 | 47553 | open mkt purchase |

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| | | | | |
|------------------|------------|--------|--------|-------------------|
| Info Age | 04/22/2002 | 16800 | 63504 | open mkt purchase |
| Internet Age | 04/22/2002 | 7200 | 27858 | open mkt purchase |
| Internet Age | 04/22/2002 | 7200 | 28296 | open mkt purchase |
| Internet Age | 04/22/2002 | 9600 | 36288 | open mkt purchase |
| RS acct | 04/22/2002 | 10500 | 40626 | open mkt purchase |
| RS acct | 04/22/2002 | 10500 | 41265 | open mkt purchase |
| RS acct | 04/22/2002 | 14100 | 53298 | open mkt purchase |
| RS acct | 04/22/2002 | 10500 | 40626 | open mkt purchase |
| RS acct | 04/22/2002 | 10500 | 41265 | open mkt purchase |
| RS acct | 04/22/2002 | 14100 | 53298 | open mkt purchase |
| Sep acct | 04/22/2002 | 2200 | 8512 | open mkt purchase |
| Sep acct | 04/22/2002 | 2200 | 8646 | open mkt purchase |
| Sep acct | 04/22/2002 | 2900 | 10962 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 3000 | 11607 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 3000 | 11790 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 4000 | 15120 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 200 | 774 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 200 | 786 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 300 | 1134 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 500 | 1935 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 500 | 1965 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 600 | 2268 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 400 | 1548 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 400 | 1572 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 600 | 2268 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 3200 | 12381 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 3200 | 12576 | open mkt purchase |
| Sub-advised acct | 04/22/2002 | 4200 | 15876 | open mkt purchase |
| DGF | 04/23/2002 | 12600 | 46867 | open mkt purchase |
| RS acct | 04/23/2002 | 15800 | 58770 | open mkt purchase |
| Sub-advised acct | 04/23/2002 | 12600 | 46867 | open mkt purchase |
| Sub-advised acct | 04/23/2002 | 3200 | 11903 | open mkt purchase |
| Sub-advised acct | 04/23/2002 | 6300 | 23433 | open mkt purchase |
| Sub-advised acct | 04/23/2002 | 3200 | 11903 | open mkt purchase |
| Sub-advised acct | 04/23/2002 | 6300 | 23433 | open mkt purchase |
| DGF | 04/24/2002 | 2800 | 9590 | open mkt purchase |
| DGF | 04/24/2002 | 107200 | 368768 | open mkt purchase |
| Info Age | 04/24/2002 | 1000 | 3425 | open mkt purchase |
| Info Age | 04/24/2002 | 39000 | 134160 | open mkt purchase |
| Internet Age | 04/24/2002 | 14600 | 50224 | open mkt purchase |
| Internet Age | 04/24/2002 | 400 | 1370 | open mkt purchase |
| RS acct | 04/24/2002 | 100 | 342 | open mkt purchase |
| RS acct | 04/24/2002 | 4900 | 16856 | open mkt purchase |
| RS acct | 04/24/2002 | 100 | 342 | open mkt purchase |
| RS acct | 04/24/2002 | 4100 | 14104 | open mkt purchase |
| Sep acct | 04/24/2002 | 5100 | 17544 | open mkt purchase |
| Sep acct | 04/24/2002 | 100 | 342 | open mkt purchase |
| Sub-advised acct | 04/24/2002 | 13200 | 45408 | open mkt purchase |
| Sub-advised acct | 04/24/2002 | 300 | 1027 | open mkt purchase |
| Sub-advised acct | 04/24/2002 | 500 | 1720 | open mkt purchase |
| Sub-advised acct | 04/24/2002 | 1600 | 5504 | open mkt purchase |
| Sub-advised acct | 04/24/2002 | 1300 | 4472 | open mkt purchase |
| Sub-advised acct | 04/24/2002 | 200 | 685 | open mkt purchase |
| Sub-advised acct | 04/24/2002 | 8500 | 29240 | open mkt purchase |
| DGF | 04/29/2002 | 8400 | 28750 | open mkt purchase |
| Sub-advised acct | 04/29/2002 | 3900 | 13348 | open mkt purchase |
| Sub-advised acct | 04/29/2002 | 1300 | 4449 | open mkt purchase |
| Sub-advised acct | 04/29/2002 | 5200 | 17798 | open mkt purchase |
| Sub-advised acct | 04/30/2002 | 15000 | 52053 | open mkt purchase |
| RS acct | 05/03/2002 | 20000 | 64600 | open mkt purchase |
| RS acct | 05/03/2002 | 15000 | 48450 | open mkt purchase |
| Sub-advised acct | 05/03/2002 | 25000 | 80750 | open mkt purchase |

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ITEM 6

Please refer to Item 5.

ITEM 7

The following exhibits are filed herewith:

Exhibit A - Joint Filing Agreement

ITEM 8

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.

Dated: May 6, 2002

RS INVESTMENT MANAGEMENT CO. LLC

By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS INVESTMENT MANAGEMENT, L.P.

By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS DIVERSIFIED GROWTH FUND

By: RS Investment Management, L.P.
Investment Adviser
By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that they are filing this statement jointly pursuant to Rule 13d-1(f)(1). Each of them is responsible for the timely filing of the Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is accurate.

Dated: May 6, 2002

RS INVESTMENT MANAGEMENT CO. LLC

By: /s/ G. Randall Hecht

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G. Randall Hecht
Chief Executive Officer

RS INVESTMENT MANAGEMENT, L.P.

By: RS Investment Management Co. LLC
General Partner

By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer

RS DIVERSIFIED GROWTH FUND

By: RS Investment Management, L.P.
Investment Adviser

By: RS Investment Management Co. LLC
General Partner
By: /s/ G. Randall Hecht
G. Randall Hecht
Chief Executive Officer