

NEEDHAM CAPITAL PARTNERS II BERMUDA L P
 Form 4
 January 05, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 NEEDHAM CAPITAL
 MANAGMENT LLC

2. Issuer Name and Ticker or Trading Symbol
 SOUTHWALL TECHNOLOGIES
 INC /DE/ [SWTX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 445 PARK AVENUE,
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/31/2004

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10022
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

Persons who 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 1474
 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---------------------|------------------------------------|------------------|------------|--|---------------------|--------------------|--------------------------------|----------------------------|
| | | | Code | V (A) (D) | | | | |
| Convertible Note | \$ 1 | 12/31/2004 | C | \$ 877,058 | (7) | (8) | Series A Preferred Stock | 953,5 (1) |
| Convertible Note | \$ 1 | 12/31/2004 | C | \$ 122,942 | (7) | (8) | Series A Preferred Stock | 133,6 (1) |
| Convertible Note | \$ 1 | 12/31/2004 | C | \$ 1,535,416 | (7) | (8) | Series A Preferred Stock | 1,669, (1) |
| Convertible Note | \$ 1 | 12/31/2004 | C | \$ 158,571 | (7) | (8) | Series A Preferred Stock | 173,4 (1) |
| Convertible Note | \$ 1 | 12/31/2004 | C | \$ 306,013 | (7) | (8) | Series A Preferred Stock | 332,7 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEEDHAM CAPITAL MANAGMENT LLC 445 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| NEEDHAM CAPITAL PARTNERS III LP C/O NEEDHAM & CO 445 PARK AVE NEW YORK, NY 10022 | | X | | |
| NEEDHAM CAPITAL PARTNERS II BERMUDA L P 445 PARK AVENUE NEW YORK, NY 10022 | | X | | |
| NEEDHAM CAPITAL MANAGEMENT BERMUDA LLC C/O NEEDHAM & CO 445 PARK AVE NEW YORK, NY 10022 | | X | | |
| NEEDHAM CAPITAL PARTNERS IIIA LP C/O NEEDHAM & CO 445 PARK AVE NEW YORK, NY 10022 | | X | | |

| | |
|---|---|
| NEEDHAM CAPITAL PARTNERS III BERMUDA LP C/O NEEDHAM & CO 445 PARK AVE NEW YORK, NY 10022 | X |
| NEEDHAM CAPITAL PARTNERS II L P 445 PARK AVENUE NEW YORK, NY 10022 | X |
| NEEDHAM GEORGE A 445 PARK AVE NEW YORK, NY 10022 | X |

Signatures

| | |
|---|------------------------|
| Needham Capital Management L.L.C. By: /s/ Glen W. Albanese, Member **Signature of Reporting Person | 01/05/2005 Date |
| Needham Capital Partners III, L.P., By: Needham Capital Management L.L.C., its general partner, By: /s/ Glen W. Albanese **Signature of Reporting Person | 01/05/2005 Date |
| Needham Capital Partners II (Bermuda), L.P., By: Needham Capital Management (Bermuda) L.L.C., its general partner, By: /s/ Glen W. Albanese, Member **Signature of Reporting Person | 01/05/2005 Date |
| Needham Capital Management (Bermuda) L.L.C., By: /s/ Glen W. Albanese, Member **Signature of Reporting Person | 01/05/2005 Date |
| Needham Capital Partners IIIA, L.P., By: Needham Capital Management L.L.C., its general partner, By: /s/ Glen W. Albanese, Member **Signature of Reporting Person | 01/05/2005 Date |
| Needham Capital Partners III (Bermuda), L.P., By: Needham Capital Management (Bermuda) L.L.C., its general partner, By: /s/ Glen W. Albanese, Member **Signature of Reporting Person | 01/05/2005 Date |
| Needham Capital Partners II, L.P., By: Needham Capital Management L.L.C., its general partner, By: /s/ Glen W. Albanese, Member **Signature of Reporting Person | 01/05/2005 Date |
| /s/ George A. Needham **Signature of Reporting Person | 01/05/2005 Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) On December 31, 2004, Needham Capital Partners II, L.P., Needham Capital Partners II (Bermuda), L.P., Needham Capital Partners III, L.P., Needham Capital Partners IIIA, L.P. and Needham Capital Partners III (Bermuda), L.P. elected to convert all outstanding principal of, and accrued but unpaid interest on, their secured convertible promissory notes of Southwall Technologies Inc. (the "Company") into shares of Company's Series A 10% Cumulative Preferred Stock. The secured convertible promissory notes by their terms were convertible at the option of the holders into Series A 10% Cumulative Preferred Stock at a rate of one share for each \$1.00 of principal or interest converted.
- (2) The reported shares are owned directly by Needham Capital Partners III (Bermuda), L.P. Needham Capital Management (Bermuda) L.L.C. may be deemed to beneficially own the reported shares because it serves as the general partner of Needham Capital Partners III

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(Bermuda), L.P. George A. Needham may be deemed to beneficially own the reported shares because he serves as a managing member of Needham Capital Management (Bermuda) L.L.C. Needham Capital Management, (Bermuda) L.L.C. and Mr. Needham disclaim beneficial ownership of all of the shares except to the extent of their pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed an admission by them of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

- (3) The reported shares are owned directly by Needham Capital Partners II, L.P. Needham Capital Management L.L.C. may be deemed to beneficially own the reported shares because it serves as the general partner of Needham Capital Partners II, L.P. George A. Needham may be deemed to beneficially own the reported shares because he serves as a managing member of Needham Capital Management L.L.C. Needham Capital Management L.L.C. and Mr. Needham disclaim beneficial ownership of the shares except to the extent of their pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed an admission by them of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

- (4) The reported shares are owned directly by Needham Capital Partners II (Bermuda), L.P. Needham Capital Management (Bermuda) L.L.C. may be deemed to beneficially own the reported shares because it serves as the general partner of Needham Capital Partners II (Bermuda), L.P. George A. Needham may be deemed to beneficially own the reported shares because he serves as a managing member of Needham Capital Management (Bermuda) L.L.C. Needham Capital Management, (Bermuda) L.L.C. and Mr. Needham disclaim beneficial ownership of the reported shares except to the extent of their pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed an admission by them of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

- (5) The reported shares are owned directly by Needham Capital Partners III, L.P. Needham Capital Management L.L.C. may be deemed to beneficially own the reported shares because it serves as the general partner of Needham Capital Partners III, L.P. George A. Needham may be deemed to beneficially own the reported shares because he serves as a managing member of Needham Capital Management L.L.C. Needham Capital Management L.L.C. and Mr. Needham disclaim beneficial ownership of the shares except to the extent of their pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed an admission by them of beneficial ownership of the shares for purposes of Section 16 or for any other purpose.

- (6) The reported shares are owned directly by Needham Capital Partners IIIA, L.P. Needham Capital Management L.L.C. may be deemed to beneficially own the reported shares because it serves as the general partner of Needham Capital Partners IIIA, L.P. George A. Needham may be deemed to beneficially own the reported shares because he serves as a managing member of Needham Capital Management L.L.C. Needham Capital Management L.L.C. and Mr. Needham disclaim beneficial ownership of the shares except to the extent of their pecuniary interest therein, and the inclusion of the shares in this report shall not be deemed an admission by them of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

- (7) The convertible promissory notes of the Company were presently exercisable and the Series A 10% Cumulative Preferred Stock of the Company remains presently exercisable.

- (8) The Company's secured convertible promissory notes did not have an expiration date for conversion. Similarly, the Company's Series A 10% Cumulative Preferred Stock does not have an expiration date for conversion.

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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