

LoopNet, Inc.
Form SC 13G/A
January 30, 2008

**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 PURSUANT TO RULES 13d-1(b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)*
LoopNet, Inc.**

(Name of Issuer)
Common Stock

(Title of Class of Securities)
543524 30 0

(CUSIP Number)
December 31, 2007

(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 Notes).

CUSIP No. 543524 30 0

NAMES OF REPORTING PERSONS.

1

I.R.S. Identification Nos. of above persons (entities only).

Trinity Ventures VI, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF **0**

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY **0**

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON **0**

SHARED DISPOSITIVE POWER

8

WITH: **0**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

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

0

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

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

2.

CUSIP No. 543524 30 0

NAMES OF REPORTING PERSONS.

1

I.R.S. Identification Nos. of above persons (entities only).

Trinity VI Side-By-Side Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF **0**

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY **0**

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON **0**

SHARED DISPOSITIVE POWER

WITH: **8**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

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

0

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

0.00%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

3.

CUSIP No. 543524 30 0

NAMES OF REPORTING PERSONS.

1

I.R.S. Identification Nos. of above persons (entities only).

Trinity TVL VI, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF **0**

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY **0**

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON **0**

SHARED DISPOSITIVE POWER

WITH: **8**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

10

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

0

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.00%

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

4.

CUSIP No. 543524 30 0

NAMES OF REPORTING PERSONS.

1 I.R.S. Identification Nos. of above persons (entities only).

TVL Management Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

	5	SOLE VOTING POWER
NUMBER OF	0	
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		
OWNED BY	302	
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		
PERSON	0	
WITH:	8	SHARED DISPOSITIVE POWER
	302	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

302

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

o

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

less than 1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

5.

Introductory Note: This Statement on Schedule 13G is filed on behalf of Trinity Ventures VI, L.P., a limited partnership organized under the laws of the State of California, Trinity VI Side-By-Side Fund, L.P., a limited partnership organized under the laws of California, Trinity TVL VI, LLC, a limited liability company organized under the laws of California, and TVL Management Corporation, a corporation organized under the laws of California, in respect of shares of Common Stock of LoopNet, Inc.

Item 1(a) Name of Issuer:

LoopNet, Inc.

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

185 Berry Street, Suite 4000

San Francisco, CA 94107

Item 2

(a) Name of Person Filing:

Trinity Ventures VI L.P.
Trinity VI Side-By-Side Fund,
L.P.
Trinity TVL VI, LLC
TVL Management Corp.

(b) Address of Principal Business Office:

Trinity Ventures
3000 Sand Hill Road,
Suite 4-160
Menlo Park, CA 94025

(c) Citizenship:

Trinity Ventures VI L.P.:	California, United States of America
Trinity VI Side-By-Side Fund, L.P.:	California, United States of America
Trinity TVL VI, LLC:	California, United States of America
TVL Management Corp.:	California, United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 543524 30 0

Item 3. If this statement is filed pursuant to Rule 13d-1(b), 13d-2(b) or 13d-2(c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this statement on Schedule 13G is provided as of December 31, 2007:

Reporting Persons	Shares Held Directly	Warrants	Sole	Shared	Sole	Shared	Beneficial Ownership	Percentage of Class
		Held Directly	Voting Power	Voting Power	Dispositive Power	Dispositive Power		
Trinity Ventures VI, L.P.	0	0	0	0	0	0	0	0.00%
Trinity VI Side-By-Side Fund, L.P.	0	0	0	0	0	0	0	0.00%
Trinity TVL VI, LLC	0	0	0	0	0	0	0	0.00%
TVL Management Corporation	302	0	0	302	0	302	302	Less than 1%

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 hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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.

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.

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.

Date: January 28, 2008

TRINITY VENTURES VI, L.P.

By: Trinity TVL VI, LLC

Its: General Partner

By: /s/ Kathleen A. Murphy

Kathleen A. Murphy,
Member

**TRINITY VI SIDE-BY-SIDE FUND,
L.P.**

By: Trinity TVL VI, LLC

Its: General Partner

By: /s/ Kathleen A. Murphy

Kathleen A. Murphy,
Member

TRINITY TVL VI, LLC

By: /s/ Kathleen A. Murphy

Kathleen A. Murphy,
Member

**TVL MANAGEMENT
CORPORATION**

By: /s/ Kathleen A. Murphy

Name: Kathleen A. Murphy

Title: Chief Financial Officer

8.