

STAMPS COM INC
Form SC 13G
August 09, 2002

OMB APPROVAL

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. __)***

Stamps.com Inc.

(Name of Issuer)
Common Stock

(Title of Class of Securities)
852857101

(CUSIP Number of Class of Securities)
Eric A. DeJong
Brandon J. Hollis
Perkins Coie LLP
1201 Third Avenue, Suite 4800
Seattle, Washington 98101
(206) 583-8888

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
July 30, 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-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Continued on following pages)

(Page 1 of 12 Pages)

*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 (the 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).

SCHEDULE 13G
(Amendment No.)

CUSIP No. 852857101

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

Kevin Douglas

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Joint Filing

3 SEC Use Only

4 Citizenship or Place of Organization

United States

5 Sole Voting Power

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 Shared Voting Power

2,552,100

7 Sole Dispositive Power

-0-

8 Shared Dispositive Power

2,552,100

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,552,100

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

5.0% (1)

12 Type of Reporting Person

IN

(1)

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Calculated based on 50,934,056 shares of Stamps.com Inc.'s Common Stock outstanding as of April 24, 2002, as reported in its quarterly report on Form 10-Q for the quarter ended March 31, 2002 and filed with the Securities and Exchange Commission on May 15, 2002.

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SCHEDULE 13G
(Amendment No.)

CUSIP No. 852857101

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

Douglas Family Trust (1)

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b) Joint Filing

3 SEC Use Only

4 Citizenship or Place of Organization

California

5 Sole Voting Power

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 Shared Voting Power

2,552,100

7 Sole Dispositive Power

-0-

8 Shared Dispositive Power

2,552,100

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,552,100

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11 Percent of Class Represented by Amount in Row (9)

5.0% (2)

12 Type of Reporting Person

OO

(1) James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are trustees.

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(2) Calculated based on 50,934,056 shares of Stamps.com Inc. s Common Stock outstanding as of April 24, 2002, as reported in its quarterly report on Form 10-Q for the quarter ended March 31, 2002 and filed with the Securities and Exchange Commission on May 15, 2002.

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SCHEDULE 13G
(Amendment No.)

CUSIP No. 852857101

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

James Douglas and Jean Douglas Irrevocable Descendants' Trust (1)

2 Check the Appropriate Box if a Member of a Group (See Instructions) (a)
(b) Joint Filing

3 SEC Use Only

4 Citizenship or Place of Organization

California

| | | |
|--|---|--------------------------|
| | 5 | Sole Voting Power |
| | | -0- |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 | Shared Voting Power |
| | | 2,552,100 |
| | 7 | Sole Dispositive Power |
| | | -0- |
| | 8 | Shared Dispositive Power |
| | | 2,552,100 |

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,552,100

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11 Percent of Class Represented by Amount in Row (9)

5.0% (2)

12 Type of Reporting Person

OO

(1) Kevin Douglas and Michelle Douglas, husband and wife, are trustees.

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(2) Calculated based on 50,934,056 shares of Stamps.com Inc. s Common Stock outstanding as of April 24, 2002, as reported in its quarterly report on Form 10-Q for the quarter ended March 31, 2002 and filed with the Securities and Exchange Commission on May 15, 2002.

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Item 1.

- (a) Name of Issuer:
Stamps.com Inc.
- (b) Address of Issuer's Principal Executive Offices:
3420 Ocean Park Boulevard, Suite 1040
Santa Monica, California 90405

Item 2.

- (1)(a) NAME OF PERSONS FILING:
Kevin Douglas
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
1101 Fifth Avenue, Suite 360
San Rafael, California 94901
- (c) CITIZENSHIP:
United States
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock
- (e) CUSIP NUMBER:
852857101
- (2)(a) NAME OF PERSONS FILING:
Douglas Family Trust
James Douglas and Jean Douglas Irrevocable Descendants Trust
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
1101 Fifth Avenue, Suite 360
San Rafael, California 94901
- (c) CITIZENSHIP:
California
- (d) TITLE OF CLASS OF SECURITIES:
Common Stock
- (e) CUSIP NUMBER:
852857101

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

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J)
Not Applicable

Item 4. Ownership

Reference is made to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G, which Rows are incorporated by reference herein. According to Stamps.com Inc.'s quarterly report on Form 10-Q for the quarter ended March 31, 2002, as filed with the Securities and Exchange Commission on May 15, 2002, there were 50,934,056 shares of its Common Stock outstanding as of April 24, 2002. As of the date of filing of this Schedule 13G, the following reporting persons hold directly the following number of shares of Stamps.com Inc.'s Common Stock:

| REPORTING PERSON | COMMON STOCK DIRECTLY HELD |
|--|-------------------------------|
| Kevin Douglas | 850,434 |
| Douglas Family Trust | 852,432 |
| James Douglas and Jean Douglas Irrevocable Descendants Trust | 849,234 |
| Total | 2,552,100 |

Each of the reporting persons may be deemed a member of a group that shares voting and dispositive power over all of the above securities. Although the reporting persons are reporting such securities as if they were members of a group, the filing of this Schedule 13G shall not be construed as an admission by any reporting person that such person is a beneficial owner of any securities other than those directly held by such person.

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

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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: August 9, 2002

/s/ Kevin Douglas

Kevin Douglas
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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: August 9, 2002

DOUGLAS FAMILY TRUST

By: /s/ James E. Douglas, Jr.

James E. Douglas, Jr.
Title: Trustee

By: /s/ Jean A. Douglas

Jean A. Douglas
Title: Trustee

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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: August 9, 2002

JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE
DESCENDANTS TRUST

By: /s/ Kevin Douglas

Kevin Douglas
Title: Trustee

By: /s/ Michelle Douglas

Michelle Douglas
Title: Trustee

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EXHIBIT A

JOINT FILING AGREEMENT

This Joint Filing Agreement (this Agreement) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G to which this Agreement is attached as Exhibit A, with respect to the beneficial ownership of the undersigned of shares of Stamps.com Inc. s Common Stock, is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: August 9, 2002

/s/ Kevin Douglas

Kevin Douglas

Date: August 9, 2002

DOUGLAS FAMILY TRUST

By: /s/ James E. Douglas, Jr.

James E. Douglas, Jr.
Title: Trustee

By: /s/ Jean A. Douglas

Jean A. Douglas
Title: Trustee

Date: August 9, 2002

JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE
DESCENDANTS TRUST

By: /s/ Kevin Douglas

Kevin Douglas
Title: Trustee

By: /s/ Michelle Douglas

Michelle Douglas
Title: Trustee