

GLU MOBILE INC
Form SC 13G/A
February 10, 2009

SEC 1745 (3-06) **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.**

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Glu Mobile, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
379890106
(CUSIP Number)
12/31/08
(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. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)
BAVP, LP 94-3359700

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
Delaware

SOLE VOTING POWER

5
NUMBER OF 0

SHARED VOTING POWER

6
SHARES BENEFICIALLY OWNED BY 2,400,819

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8
WITH: 2,400,819

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
2,400,819

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

o

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

8.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)
Scale Venture Management I, LLC 94-3358904

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

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 2,400,819*

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 2,400,819*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,400,819*

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

o

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

8.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

* Shares are held by BAVP, LP. Scale Venture Management I, LLC is the general partner of BAVP, LP.

Page 3 of 11 pages

CUSIP No. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)
Louis C. Bock

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 US

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,400,819*

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 2,400,819*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,400,819*

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

o

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

8.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* Shares are held by BAVP, LP. Louis C. Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP. The Reporting Person disclaims beneficial ownership with respect to all such shares except to the extent of his proportionate pecuniary interests therein.

Page 4 of 11 pages

CUSIP No. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)
Kate Mitchell

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 US

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,400,819*

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 2,400,819*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,400,819*

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

o

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

8.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* Shares are held by BAVP, LP. Louis C. Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP. The Reporting Person disclaims beneficial ownership with respect to all such shares except to the extent of her proportionate pecuniary interests therein.

Page 5 of 11 pages

CUSIP No. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)
Rory O Driscoll

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 US

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,400,819*

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 2,400,819*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,400,819*

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

o

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

8.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* Shares are held by BAVP, LP. Louis C. Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP. The Reporting Person disclaims beneficial ownership with respect to all such shares except to the extent of his proportionate pecuniary interests therein.

Page 6 of 11 pages

CUSIP No. 379890106

NAME OF REPORTING PERSONS

1 I.R.S. Identification No(s). of above person(s) (entities only)
Mark Brooks

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 US

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 2,400,819*

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 2,400,819*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 2,400,819*

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

o

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

8.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

* Shares are held by BAVP, LP. Louis C. Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP. The Reporting Person disclaims beneficial ownership with respect to all such shares except to the extent of his proportionate pecuniary interests therein.

Page 7 of 11 pages

Item 1.

(a) Name of Issuer

Glu Mobile, Inc.

(b) Address of Issuer's Principal Executive Offices

1800 Gateway Dr., Second Floor
San Mateo, CA 94404

Item 2.

(a) Name of Person Filing

BAVP, LP; Scale Venture Management I, LLC; Louis C. Bock; Kate Mitchell; Rory O Driscoll and Mark Brooks

(b) Address of Principal Business Office or, if none, Residence

BAVP, LP: 100 North Tryon Street, Floor 25, Bank of America Corporate Center, Charlotte, NC 28255
Scale Venture Management I, LLC: 950 Tower Lane, Suite 700, Foster City, CA 94404

Louis C. Bock: 950 Tower Lane, Suite 700, Foster City, CA 94404
Kate Mitchell: 950 Tower Lane, Suite 700, Foster City, CA 94404
Rory O Driscoll: 950 Tower Lane, Suite 700, Foster City, CA 94404
Mark Brooks: 950 Tower Lane, Suite 700, Foster City, CA 94404

(c) Citizenship

BAVP, LP is organized in Delaware and Scale Venture Management I, LLC is organized in California. Each of Louis C. Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks are US citizens.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

834453102

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

BAVP, LP	2,400,819(1)
Scale Venture Management I, LLC	2,400,819(1)
Louis C. Bock	2,400,819(1)
Kate Mitchell	2,400,819(1)
Rory O Driscoll	2,400,819(1)
Mark Brooks	2,400,819(1)

(b) Percent of Class:

BAVP, LP	8.2%
Scale Venture Management I, LLC	8.2%
Louis C. Bock	8.2%
Kate Mitchell	8.2%
Rory O Driscoll	8.2%
Mark Brooks	8.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

(ii) Shared power to vote or to direct the vote:

BAVP, LP	2,400,819(1)
Scale Venture Management I, LLC	2,400,819(1)
Louis C. Bock	2,400,819(1)
Kate Mitchell	2,400,819(1)
Rory O Driscoll	2,400,819(1)
Mark Brooks	2,400,819(1)

(iii) Sole power to dispose or to direct the disposition of:

(iv) Shared power to dispose or to direct the disposition of:

BAVP, LP	2,400,819(1)
Scale Venture Management I, LLC	2,400,819(1)
Louis C. Bock	2,400,819(1)
Kate Mitchell	2,400,819(1)
Rory O Driscoll	2,400,819(1)
Mark Brooks	2,400,819(1)

(1) Shares are held by BAVP, LP. Scale Venture Management I, LLC is the General Partner of BAVP, LP. Louis Bock, Kate Mitchell, Rory O Driscoll and Mark Brooks are the Managing Members of Scale Venture Management I, LLC, the general partner of BAVP, LP.

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

Not Applicable

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 or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Page 9 of 11 pages

Not Applicable

Item 9. Notice of Dissolution of a 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.

Dated: February 10, 2009

BAVP, LP

SCALE VENTURE MANAGEMENT I, LLC

By: Scale Venture Management I, LLC,
its General Partner

By: /s/ Kate Mitchell

By: /s/ Kate Mitchell

Name: Kate Mitchell
Title: Managing Member

Name: Kate Mitchell
Title: Managing Member

By: /s/ Louis C. Bock

By: /s/ Kate Mitchell

Name: Louis C. Bock

Name: Kate Mitchell

By: /s/ Rory O Driscoll

By: /s/ Mark Brooks

Name: Rory O Driscoll

Name: Mark Brooks

EXHIBITS

A: Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Glu Mobile, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 10th day of February, 2009.

BAVP, LP

SCALE VENTURE MANAGEMENT I, LLC

By: Scale Venture Management I, LLC,
its General Partner

By: /s/ Kate Mitchell

By: /s/ Kate Mitchell

Name: Kate Mitchell
Title: Managing Member

Name: Kate Mitchell
Title: Managing Member

By: /s/ Louis C. Bock

By: /s/ Kate Mitchell

Name: Louis C. Bock

Name: Kate Mitchell

By: /s/ Rory O Driscoll

By: /s/ Mark Brooks

Name: Rory O Driscoll

Name: Mark Brooks