

Form

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D style="border-left: 1px solid #000000"> NAME OF REPORTING PERSON
I.R.S. Identification No. of Above Persons (Entities Only)

David J. Ladd **2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b) **3** SEC USE ONLY **4** CITIZENSHIP OR PLACE OF ORGANIZATION U.S. **5** SOLE VOTING POWER NUMBER OF -0- SHARES **6** SHARED VOTING POWER BENEFICIALLY OWNED BY 5,826,288 EACH **7** SOLE DISPOSITIVE POWER REPORTING PERSON -0- WITH **8** SHARED DISPOSITIVE POWER 5,826,288 **9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,826,288 **10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.6% **12** TYPE OF REPORTING PERSON IN

CUSIP No. 88580F109

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

Allen L. Morgan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 5,826,288

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER

8

WITH 5,826,288

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,826,288

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.6%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 88580F109

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

Janice M. Roberts

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY

5,826,288

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON

-0-

SHARED DISPOSITIVE POWER

8

WITH

5,826,288

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,826,288

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.6%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 88580F109

13G

NAME OF REPORTING PERSON

1

I.R.S. Identification No. of Above Persons (Entities Only)

Robert T. Vasan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

5,826,288

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

-0-

SHARED DISPOSITIVE POWER

WITH 8

5,826,288

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,826,288

10

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

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.6%

12

TYPE OF REPORTING PERSON

IN

Item 1.

(a) Name of Issuer:

3PAR Inc.

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

4209 Technology Drive
Fremont, CA 94538

Item 2.

(a) Name of Persons Filing:

Mayfield IX Management, L.L.C.
Mayfield IX, a Delaware Limited Partnership
Mayfield Associates Fund IV, a Delaware Limited Partnership
Mayfield XI Management, L.L.C.
Mayfield XI, a Delaware Limited Partnership
Mayfield XI Qualified, a Delaware Limited Partnership
Mayfield Associates Fund VI, a Delaware Limited Partnership
Mayfield Principals Fund II, a Delaware LLC Including Multiple Series
Yogen K. Dalal
F. Gibson Myers, Jr.
Kevin A. Fong
William D. Unger
Wendell G. Van Auken, III
A. Grant Heidrich, III
David J. Ladd
Allen L. Morgan
Janice M. Roberts
Robert T. Vasan

(b) Address of Principal Business Office:

c/o Mayfield Fund
2800 Sand Hill Road, Suite 250
Menlo Park, CA 94025

(c) Citizenship:

Mayfield IX, a Delaware Limited Partnership, Mayfield Associates Fund IV, a Delaware Limited Partnership, Mayfield XI, a Delaware Limited Partnership, Mayfield XI Qualified, a Delaware Limited Partnership and Mayfield Associates Fund VI, a Delaware Limited Partnership, are Delaware limited partnerships.
Mayfield IX Management, L.L.C., Mayfield XI Management, L.L.C. and Mayfield Principals Fund II, a Delaware LLC Including Multiple Series, are Delaware limited liability companies.
The individuals listed in Item 2(a) are U.S. citizens.

(d) **Title of Class of Securities:**

Common Stock

(e) **CUSIP Number:**

88580F109

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:

Not applicable

Item 4. Ownership.

The information regarding ownership as set forth in Items 5-9 of Pages 2-19 hereto, is hereby incorporated by reference.

For a summary of total ownership by all Reporting Persons, see Exhibit 3 hereto.

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 or Control Person.

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.

SIGNATURES

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: February 12, 2009

MAYFIELD IX MANAGEMENT, L.L.C.

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD IX, A DELAWARE LIMITED PARTNERSHIP

By: Mayfield IX Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND IV, A DELAWARE LIMITED PARTNERSHIP

By: Mayfield IX Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD XI MANAGEMENT, L.L.C.

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD XI, A DELAWARE LIMITED PARTNERSHIP

By: Mayfield XI Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

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MAYFIELD XI QUALIFIED, A DELAWARE
LIMITED PARTNERSHIP

By: Mayfield XI Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND VI,
A DELAWARE LIMITED PARTNERSHIP

By: Mayfield XI Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD PRINCIPALS FUND II, A
DELAWARE LLC INCLUDING MULTIPLE
SERIES

By: Mayfield XI Management, L.L.C.
Its Managing Director

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

/s/ Kevin A. Fong

KEVIN A. FONG

WILLIAM D. UNGER

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By: /s/ James T. Beck

James T. Beck, Attorney In Fact
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WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

DAVID J. LADD

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

ALLEN L. MORGAN

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

JANICE M. ROBERTS

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

ROBERT T. VASAN

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

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EXHIBIT INDEX

Exhibit 1 - **JOINT FILING AGREEMENT** is hereby incorporated by reference to Exhibit 1 to the Statement on Schedule 13G dated February 14, 2008.

Exhibit 2 - **POWERS OF ATTORNEY** are hereby incorporated by reference to Exhibit 2 to the Statement on Schedule 13G dated February 14, 2008.

Exhibit 3 - **OWNERSHIP SUMMARY**

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EXHIBIT 3

Name of Reporting Person	Number of Shares (Direct) (12)	Number of Shares (Indirect)	Percent of Class Beneficially Owned (1)
Mayfield IX Management, L.L.C.	-0-	4,626,478(2) (3)	7.6%
Mayfield IX, a Delaware Limited Partnership	4,395,155(2)	-0-	7.2%
Mayfield Associates Fund IV, a Delaware Limited Partnership	231,323(3)	-0-	0.4%
Mayfield XI Management, L.L.C.	-0-	5,826,288(4) (5) (6) (7)	9.6%
Mayfield XI, a Delaware Limited Partnership	314,618(4)	-0-	0.5%
Mayfield XI Qualified, a Delaware Limited Partnership	5,045,569(5)	-0-	8.3%
Mayfield Associates Fund VI, a Delaware Limited Partnership	104,873(6)	-0-	0.2%
Mayfield Principals Fund II, a Delaware LLC Including Multiple Series	361,228(7)	-0-	0.6%
Yogen K. Dalal	-0-	10,452,766(8) (9)	17.1%
Kevin A. Fong	17,000(10)	-0-(10)	0.0%
F. Gibson Myers, Jr.	-0-	4,626,478(8)	7.6%
William D. Unger	-0-	4,626,478(8)	7.6%
Wendell G. Van Auken, III	-0-	4,626,478(8)	7.6%
A. Grant Heidrich, III	-0-	4,626,478(8)	7.6%
David J. Ladd	-0-	5,826,288(9) (11)	9.6%
Allen L. Morgan	-0-	5,826,288(9) (11)	9.6%
Janice M. Roberts	-0-	5,826,288(9)	9.6%
Robert T. Vasan	-0-	5,826,288(9) (11)	9.6%
TOTAL	10,469,766(1)		17.2%

(1) The respective percentages set forth in this column were obtained by dividing the number of shares by the aggregate number of shares outstanding as of October 31, 2008, as reported in the Issuer's Form 10-Q for the period ended September 30,

2008.

- (2) Represents shares held directly by Mayfield IX, a Delaware Limited Partnership (Mayfield IX), of which Mayfield IX Management, L.L.C. (Mayfield IX Management) is the sole General Partner.

- (3) Represents shares held directly by Mayfield Associates Fund IV, a Delaware Limited Partnership (Mayfield Associates IV), of which Mayfield IX Management is the sole General Partner.

- (4) Represents shares held directly by Mayfield XI, a Delaware Limited Partnership (Mayfield XI), of which Mayfield XI Management, L.L.C. (Mayfield XI Management) is the sole General Partner.

(5) Represents shares held directly by Mayfield XI Qualified, a Delaware Limited Partnership (Mayfield XI Qualified), of which Mayfield XI Management is the sole General Partner.

(6) Represents shares held directly by Mayfield Associates Fund VI, a Delaware Limited Partnership (Mayfield Associates VI), of which Mayfield XI Management is the sole General Partner.

- (7) Represents shares held directly by Mayfield Principals Fund II, a Delaware LLC Including Multiple Series (Mayfield Principals II), of which Mayfield XI Management is the Managing Director.
- (8) Includes shares held directly by Mayfield IX and Mayfield Associates IV. Yogen K. Dalal, F. Gibson Myers, Jr., William D. Unger, Wendell G. Van Auken, III and A. Grant Heidrich, III are Managing Directors of Mayfield IX Management, which is the general partner of Mayfield IX and Mayfield Associates IV. Messrs. Dalal, Myers, Unger, Van Auken and Heidrich may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially

owned by
Mayfield IX and
Mayfield
Associates IV,
but each
disclaims such
beneficial
ownership.

- (9) Includes shares held directly by Mayfield XI, Mayfield XI Qualified, Mayfield Associates VI and Mayfield Principals II. Yogen K. Dalal, David J. Ladd, Allen L. Morgan, Janice M. Roberts and Robert T. Vasan are Managing Directors of Mayfield XI Management, which is the general partner of Mayfield XI, Mayfield XI Qualified and Mayfield Associates VI and the sole Managing Director of Mayfield Principals II. Messrs. Dalal, Ladd and Morgan, Ms. Roberts and Mr. Vasan may be deemed to have shared voting and dispositive power over the shares which are

or may be deemed to be beneficially owned by Mayfield XI, Mayfield XI Qualified, Mayfield Associates VI and Mayfield Principals II, but each disclaims such beneficial ownership.

- (10) Effective February 8, 2008, Mr. Fong ceased to be a Managing Director of Mayfield IX Management and Mayfield XI Management. Mr. Fong holds (i) options to purchase 51,000 shares which vest and become exercisable in 48 monthly installments beginning with the first month anniversary of November 15, 2007 and (ii) options to purchase 15,250 shares of Common Stock of which 1/12th of the shares become vested and exercisable each month commencing October 10, 2011.

(11) David J. Ladd,
Allen L.
Morgan and
Robert T. Vasan
are limited
partners of
Mayfield
Associates IV
and in such
capacity do not
share voting or
dispositive
power over the
shares which are
or may be
deemed to be
beneficially
owned by
Mayfield
Associates IV.
Each disclaims
any beneficial
ownership of
such shares.
Allen L.
Morgan is a
Non-Managing
Member of
Mayfield IX
Management,
which is the
general partner
of Mayfield IX
and Mayfield
Associates IV,
and in such
capacity does
not share voting
or dispositive
power over any
shares which are
or may be
deemed to be
beneficially
owned by
Mayfield IX and
Mayfield
Associates IV.
Mr. Morgan
disclaims any
beneficial

ownership of
such shares.

- (12) Each individual
Reporting
Person
expressly
disclaims that
he or she is the
beneficial owner
of any shares
which are or
may be deemed
to be
beneficially
owned by any
other individual
Reporting
Person in his or
her individual
capacity.

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