

PAC-WEST TELECOMM INC  
Form SC 13G/A  
February 12, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 13G**

OMB APPROVAL  
OMB Number:  
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**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

**Pac-West Telecomm, Inc.**

(Name of Issuer)

**Common Stock, \$.001 par value**

(Title of Class of Securities)

**69371Y101**

(CUSIP Number)

**December 31, 2006**

(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).



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CUSIP No. 69371Y101

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

Discovery Equity Partners, L.P.

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

Not Applicable

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Illinois

5. Sole Voting Power

None

6. Shared Voting Power

None

7. Sole Dispositive Power

None

8. Shared Dispositive Power

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

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

Not Applicable

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

0.0%

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

12. Type of Reporting Person (See Instructions)

PN

2

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CUSIP No. 69371Y101

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

Discovery Group I, LLC

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

Not Applicable

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

None

6. Shared Voting Power

None

7. Sole Dispositive Power

None

8. Shared Dispositive Power

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

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

Not Applicable

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

0.0%

12. Type of Reporting Person (See Instructions)

OO

3

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CUSIP No. 69371Y101

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

Daniel J. Donoghue

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

Not Applicable

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

5. Sole Voting Power

None

6. Shared Voting Power

None

7. Sole Dispositive Power

None

8. Shared Dispositive Power

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

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

Not Applicable

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

0.0%

12. Type of Reporting Person (See Instructions)

IN

4

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CUSIP No. 69371Y101

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

Michael R. Murphy

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

Not Applicable

- (a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

5. Sole Voting Power

None

6. Shared Voting Power

None

7. Sole Dispositive Power

None

8. Shared Dispositive Power

None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

None

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

Not Applicable

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

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

0.0%

12. Type of Reporting Person (See Instructions)

IN

5

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**Item 1.**

- (a) Name of Issuer  
  
Pac-West Telecomm, Inc.
- (b) Address of Issuer's Principal Executive Offices  
  
1776 W. March Lane, Suite 250, Stockton, California 95207

**Item 2.**

- (a) Name of Person Filing  
  
Discovery Equity Partners, L.P. ( **Discovery Partners** )  
Discovery Group I, LLC, the general partner of Discovery Partners ( **Discovery Group** )  
Daniel J. Donoghue, a Managing Member of Discovery Group  
Michael R. Murphy, a Managing Member of Discovery Group
- (b) Address of Principal Business Office or, if none, Residence  
  
Discovery Partners, Discovery Group, Mr. Donoghue, and Mr. Murphy are all located at:  
  
191 North Wacker Drive, Suite 1685, Chicago, Illinois 60606
- (c) Citizenship  
  
Discovery Partners is an Illinois limited partnership  
Discovery Group is a Delaware limited liability company  
Mr. Donoghue and Mr. Murphy are U.S. citizens
- (d) Title of Class of Securities  
  
Common Stock, \$.001 par value
- (e) CUSIP Number  
  
69371Y101

**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
- (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);

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- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**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:

Discovery Partners None  
 Discovery Group None  
 Mr. Donoghue None  
 Mr. Murphy None

(b) Percent of class:

Discovery Partners 0.0%  
 Discovery Group 0.0%  
 Mr. Donoghue 0.0%  
 Mr. Murphy 0.0%

The foregoing percentages are based on 37,667,528 shares of Common Stock of the Issuer identified in Item 1 outstanding as of October 31, 2006, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2006.

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

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

None

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

Discovery Partners None  
 Discovery Group None  
 Mr. Donoghue None  
 Mr. Murphy None

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

None

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

Discovery Partners None  
 Discovery Group None  
 Mr. Donoghue None  
 Mr. Murphy None

**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.**

Not Applicable.

**Identification and Classification of Members of the Group**

**Item 9.**

Not Applicable.

**Notice of Dissolution of Group**

**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.

February 12, 2007  
Date

**DISCOVERY GROUP I, LLC,**  
for itself and as general partner of  
**DISCOVERY EQUITY PARTNERS, L.P.**

Michael R. Murphy\*  
Signature

Michael R. Murphy, Managing Member  
Name/Title

Daniel J. Donoghue\*  
Signature

Daniel J. Donoghue  
Name/Title

Michael R. Murphy\*  
Signature

Michael R. Murphy  
Name/Title

\*By: /s/ Robert M. McLennan  
Robert M. McLennan  
Attorney-in-Fact for Daniel J. Donoghue  
Attorney-in-Fact for Michael R. Murphy



**Exhibit Index**

- Exhibit 1      Joint Filing Agreement dated as of February 12, 2007, by and among Discovery Equity Partners, L.P.; Discovery Group I, LLC; Daniel J. Donoghue; and Michael R. Murphy.
- Exhibit 2      Power of Attorney of Daniel J. Donoghue, dated as of August 24, 2006
- Exhibit 3      Power of Attorney of Michael R. Murphy, dated as of August 24, 2006
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