ATHEROS COMMUNICATIONS INC

Form SC 13G February 11, 2005

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

> > SCHEDULE 13G

(Rule 13d-102) INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b) AND (c) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b) (Amendment No. ____) * Atheros Communications, Inc. (Name of Issuer) Common Stock (Title of Class of Securities) 04743P108 ______ (CUSIP Number) Check the appropriate box to designate the rule pursuant to which this Schedule is filed: [] Rule 13d-1(b) [] Rule 13d-(c) [X] 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 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 ("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).

Page 1 of 18 Pages

13 G CUSIP NO. 04743P108 Page 2 of _____

| 1 | Foundation Capital M | ON NO. OF A Management | ABOVE PERSONS (ENTITIES ONLY) Co. II, L.L.C. (94-3294072) ("FCM2") | |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 2 | CHECK THE APPROPRIAT | | | |
| 3 | SEC USE ONLY | | | |
| 4 | CITIZENSHIP OR PLACE Delaware, United Sta | E OF ORGANI | IZATION | |
| 0 | NUMBER OF SHARES BENEFICIALLY DWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 3,190,629 shares, of which 2,833,785 shares are dir Foundation Capital II, L.P. ("FC2"), 119,282 shares by Foundation Capital II Principals Fund, L.L.C. ("shares are directly owned by Foundation Capital II L.L.C. ("FC2E"). FCM2, the sole General Partner of Manager of FC2P and FC2E, may be deemed to have sol of these shares. FCM2 hereby disclaims beneficial reported herein, except to the extent of any pecuni therein. | |
| | | 6 | SHARED VOTING POWER 0 shares | |
| | | 7 | SOLE DISPOSITIVE POWER 3,190,629 shares, of which 2,833,785 shares are dir Foundation Capital II, L.P. ("FC2"), 119,282 shares by Foundation Capital II Principals Fund, L.L.C. (" shares are directly owned by Foundation Capital II L.L.C. ("FC2E"). FCM2, the sole General Partner of Manager of FC2P and FC2E, may be deemed to have sol of these shares. FCM2 hereby disclaims beneficial or reported herein, except to the extent of any pecuni therein. | |
| | | 8 | SHARED DISPOSITIVE POWER 0 shares | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,190,629 shares, of which 2,833,785 shares are directly owned by Foundation Capita 119,282 shares are directly owned by Foundation Capital II Principals Fund, L.L.C. 237,562 shares are directly owned by Foundation Capital II Entrepreneurs Fund, L.L.C. the sole General Partner of FC2 and the sole Manager of FC2P and FC2E, may be deemed to vote all of these shares. FCM2 hereby disclaims beneficial ownership of shares reexcept to the extent of any pecuniary interest therein. | | | |
| 10 | CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA | | OUNT IN ROW (9) | |

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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| 12 | TYPE OF REPORTING PE | ERSON* | | | | |
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| CUSIP NO | 0.04743P108 | | 13 (| G | Page 3 c | |
| 1 | NAMES OF REPORTING FIR.S. IDENTIFICATION Foundation Capital | ON NO. OF | ABOVE PERSONS (ENTITIES ONL' 94-3294074) ("FC2") | Y) | | |
| 2 | CHECK THE APPROPRIA | | (a) | [] | | |
| 3 | SEC USE ONLY | USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE Delaware, United Sta | | | | | |
| | NUMBER OF SHARES | | SOLE VOTING POWER 2,833,785 shares | | | |
| 1WO | BENEFICIALLY NED BY EACH REPORTING PERSON WITH | | SHARED VOTING POWER 0 shares | | | |
| | | 7 | SOLE DISPOSITIVE POWER 2,833,785 shares | | | |
| | | 8 | SHARED DISPOSITIVE POWER | R | | |
| 9 | AGGREGATE AMOUNT BEN | NEFICIALLY | OWNED BY EACH | | 2, | |
| 10 | CHECK BOX IF THE AGO | CRECATE AM | OUNT IN DOW (0) | | | |

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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| 12 | TYPE OF REPORTING PE | :RSON* | | | | |
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| | Pa | age 3 of 18 | 8 Pages | | | |
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| CUSIP NO. | 04743P108 | | | 13 G | | Page 4 of |
| 1 | NAMES OF REPORTING P | PERSONS | ABOVE PERSONS (ENTITIES als Fund, L.L.C. (94-32 | | | |
| 2 | CHECK THE APPROPRIAT | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | |
| 3 | SEC USE ONLY | | | | | |
| 4 | CITIZENSHIP OR PLACE Delaware, United Sta | | | | · | |
| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 119,282 shares | | | |
| | BENEFICIALLY BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER | | | |
| | | 7 | SOLE DISPOSITIVE PO | OWER | | |
| | | 8 | SHARED DISPOSITIVE O shares | | | |
| 9 | AGGREGATE AMOUNT BEN | NEFICIALLY | | | | 11 |
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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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| 12 | TYPE OF REPORTING PE | RSON* | | | | | |
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| | Pa | ge 4 of 18 | } Pages | | | | |
| CUSIP NO. | | | 13 G | | Page 5 of | | |
| 1 | | N NO. OF A | ABOVE PERSONS (ENTITIES ONLY) eneurs Fund, L.L.C. (94-3301748) | ("FC2E") | | | |
| 2 | CHECK THE APPROPRIAT | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | |
| 3 | SEC USE ONLY | SEC USE ONLY | | | | | |
| 4 | CITIZENSHIP OR PLACE Delaware, United Sta | | | | _ | | |
| OWNED | NUMBER OF SHARES BENEFICIALLY BY EACH REPORTING PERSON | 5 | SOLE VOTING POWER 237,562 shares SHARED VOTING POWER 0 shares | | | | |
| | WITH | 7 | SOLE DISPOSITIVE POWER 237,562 shares | | | | |
| | | 8 | SHARED DISPOSITIVE POWER 0 shares | | | | |
| 9 | AGGREGATE AMOUNT BEN | EFICIALLY | OWNED BY EACH | | 23 | | |
| 10 | CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA | | OUNT IN ROW (9) | | | | |
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| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | | | |
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| 1 | FC Leadership Manage | ON NO. OF A | ABOVE PERSONS (ENTITIES ONLY) L.L.C (91-2076858) ("FCLM") | | | | |
| 2 | CHECK THE APPROPRIAT | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | |
| 3 | SEC USE ONLY | | | | | | |
| 4 | CITIZENSHIP OR PLACE Delaware, United Sta | | | | | | |
| OWN | NUMBER OF SHARES BENEFICIALLY ED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 1,235,990 shares, of which 1,2 Foundation Capital Leadership directly owned by FC Leadership FCLM, the sole General Partner may be deemed to have sole pow hereby disclaims beneficial ow herein, except to the extent of | Fund, L.P. ("FCL") are in Principals Fund, L. of FCL and the sole wer to vote all of the wnership of shares rep | | | |
| | | 6 | SHARED VOTING POWER 0 shares | | | | |
| | | 7 | SOLE DISPOSITIVE POWER 1,235,990 shares, of which 1,2 Foundation Capital Leadership directly owned by FC Leadership FCLM, the sole General Partner may be deemed to have sole pow hereby disclaims beneficial ow except to the extent of any pe | 203,885 shares are din Fund, L.P. ("FCL") are ip Principals Fund, L. of FCL and the sole wer to vote all of the wnership of shares rep | | | |

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| | | 8 | SHARED DISPOSITI | VE POWER | | | | |
| 9 | AGGREGATE AMOUNT BE | CNEFICIALLY | OWNED BY EACH REPORT | TING PERSON | | | | |
| | L.P. ("FCL") and 32 FCLM, the sole Gene | 2,105 shares eral Partnes shares. FCL | 203,885 shares are descriptions are directly owned or of FCL and the solution of the solution | by FC Leadershi e Manager of FCL | p Principals Fund, LP, may be deemed to | | | |
| 10 | CHECK BOX IF THE AG EXCLUDES CERTAIN SH | | OUNT IN ROW (9) | | | | | |
| 11 | PERCENT OF CLASS RE | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | | | |
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| | | | | | | | | |
| 1 | Foundation Capital | ON NO. OF Leadership | ABOVE PERSONS (ENTIT | 925) ("FCL") | | | | |
| 2 | CHECK THE APPROPRIA | TE BOX IF | A MEMBER OF A GROUP* | | (a) [] | | | |
| 3 | SEC USE ONLY | SEC USE ONLY | | | | | | |
| 4 | CITIZENSHIP OR PLAC | ates of Am | erica | | | | | |
| | NUMBER OF SHARES | 5 | SOLE VOTING POWE: 1,203,885 shares | | | | | |
| OM | BENEFICIALLY NED BY EACH REPORTING | | | | | | | |

| | | 7 | 1,203,885 shares | | | | |
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| | | 8 | | | | | |
| 9 | AGGREGATE AMOUNT BE REPORTING PERSON | NEFICIALLY (| OWNED BY EACH | | | 1 | |
| | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | | | |
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| CUSIP NO. | 04743P108 | | 13 6 | | | Page 8 o | |
| 1 | NAMES OF REPORTING | PERSONS ON NO. OF A | BOVE PERSONS (ENTITIES ONLY L.L.C. (94-3377483) ("FCLF | | | | |
| 2 | CHECK THE APPROPRIA | | MEMBER OF A GROUP* | | (a) [| | |
| 3 | SEC USE ONLY | | | | | | |
| 4 | CITIZENSHIP OR PLAC | | | | | | |
| | NUMBER OF SHARES BENEFICIALLY | | SOLE VOTING POWER 32,105 shares | | | | |
| | BY EACH REPORTING PERSON WITH | 6 | | | | | |

SOLE DISPOSITIVE POWER

| | | | 32,105 shares | | | | |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------|-------|-----------------------|--|--|
| | | 8 | SHARED DISPOSITIVE 0 shares | POWER | | | |
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| 10 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | |
| 11 | PERCENT OF CLASS RE | PRESENTED I | BY AMOUNT IN ROW 9 | | | | |
| 12 | TYPE OF REPORTING P | ERSON* | | | | | |
| | P | age 8 of 18 | 3 Pages | | | | |
| CUSIP NO. | 04743P108 | | | 13 G | Page 9 o: | | |
| 1 | NAMES OF REPORTING I.R.S. IDENTIFICATION James C. Anderson | ON NO. OF A | ABOVE PERSONS (ENTITIES | ONLY) | | | |
| 2 | CHECK THE APPROPRIA | | A MEMBER OF A GROUP* | | (a) [] | | |
| 3 | SEC USE ONLY | | | | | | |
| 4 | CITIZENSHIP OR PLAC | | IZATION | | | | |
| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 0 shares | | | | |
| OWNED | DENEFICIABLI | 6 | SHARED VOTING POWER | 3 | 33,785 are directly (| | |

| | | | directly owned by FC2E. Anders deemed to have shared power to hereby disclaims beneficial ow except to the extent of any pe held in his name. | vote all of these sh mership of shares rep cuniary interest ther | | |
|-------------|-------------------------------------------------------------------------------|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|--|--|
| | | 7 | SOLE DISPOSITIVE POWER 0 shares | | | |
| | | 8 | SHARED DISPOSITIVE POWER 3,190,629 shares, of which 2,8 119,282 shares are directly ow directly owned by FC2E. Anders deemed to have shared power to hereby disclaims beneficial ow except to the extent of any pe held in his name. | ned by FC2P, and 237, on is a Manager of FC vote all of these sh mership of shares rep cuniary interest ther | | |
| 9 | AGGREGATE AMOUNT BENEFT | ICIALLY OW | WNED BY EACH | 3,1 | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | | | | | |
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| | Page | 9 of 18 F | Pages Pages | | | |
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| 1 | NAMES OF REPORTING PERSION IN INC.S. IDENTIFICATION IN William B. Elmore ("E. | NO. OF ABO | OVE PERSONS (ENTITIES ONLY) | | | |
| 2 | CHECK THE APPROPRIATE I | BOX IF A M | MEMBER OF A GROUP* | (a) [] | | |
| 3 | SEC USE ONLY | | | | | |

| | United States of Amer | | IZATION |
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| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 22,618 shares |
| | OWNED BY EACH REPORTING PERSON | 6 | SHARED VOTING POWER |
| | WITH | | 4,426,619 shares, of which 2,833,785 are directl 119,282 shares are directly owned by FC2P, 237,5 owned by FC2E, 1,203,885 shares are directly own shares are directly owned by FCLP. Elmore is a M FCLM. Elmore may be deemed to have shared power shares. Elmore hereby disclaims beneficial owner reported herein, except to the extent of any pectherein and any shares held in his name. |
| | | 7 | SOLE DISPOSITIVE POWER 22,618 shares |
| | | 8 | SHARED DISPOSITIVE POWER 4,426,619 shares, of which 2,833,785 are directl 119,282 shares are directly owned by FC2P, 237,5 owned by FC2E, 1,203,885 shares are directly own shares are directly owned by FCLP. Elmore is a M FCLM. Elmore may be deemed to have shared power shares. Elmore hereby disclaims beneficial owner reported herein, except to the extent of any peo |
| | | | therein and any shares held in his name. |
| 9 | AGGREGATE AMOUNT BENE | FICIALLY | therein and any shares held in his name. |
| 9 | | EGATE AMO | therein and any shares held in his name. OWNED BY EACH |
| | REPORTING PERSON CHECK BOX IF THE AGGRE | EGATE AMO | therein and any shares held in his name. OWNED BY EACH OUNT IN ROW (9) |
| 10 | REPORTING PERSON CHECK BOX IF THE AGGRI EXCLUDES CERTAIN SHAR | EGATE AMO | therein and any shares held in his name. OWNED BY EACH OUNT IN ROW (9) |
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| 10 | REPORTING PERSON CHECK BOX IF THE AGGREEXCLUDES CERTAIN SHARE PERCENT OF CLASS REPREEMENT OF CLASS REPRE | EGATE AMO ES* ESENTED F | therein and any shares held in his name. OWNED BY EACH OUNT IN ROW (9) BY AMOUNT IN ROW 9 |

| 1 | NAMES OF REPORTING PII.R.S. IDENTIFICATION Kathryn C. Gould ("Go | N NO. OF A | ABOVE PERSONS (ENTITIES ONLY) |
|----|------------------------------------------------------------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2 | CHECK THE APPROPRIATI | | |
| 3 | SEC USE ONLY | | |
| 4 | CITIZENSHIP OR PLACE United States of Ame: | | IZATION |
| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 81,942 shares |
| | OWNED BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER 4,426,619 shares, of which 2,833,785 are directly of 119,282 shares are directly owned by FC2P, 237,562 owned by FC2E, 1,203,885 shares are directly owned shares are directly owned by FCLP. Gould is a Manag FCLM. Gould may be deemed to have shared power to vishares. Gould hereby disclaims beneficial ownership herein, except to the extent of any pecuniary intershares held in her name. |
| | | 7 | SOLE DISPOSITIVE POWER 81,942 shares |
| | | 8 | SHARED DISPOSITIVE POWER 4,426,619 shares, of which 2,833,785 are directly of 119,282 shares are directly owned by FC2P, 237,562 owned by FC2E, 1,203,885 shares are directly owned shares are directly owned by FCLP. Gould is a Manag FCLM. Gould may be deemed to have shared power to v shares. Gould hereby disclaims beneficial ownership herein, except to the extent of any pecuniary inter shares held in her name. |
| 9 | AGGREGATE AMOUNT BENI REPORTING PERSON | | OWNED BY EACH |
| 10 | CHECK BOX IF THE AGGI EXCLUDES CERTAIN SHAI | REGATE AMO | |
| 11 | PERCENT OF CLASS REPI | | |
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| 1 | NAMES OF REPORTING I.R.S. IDENTIFICATION Paul G. Koontz ("Ko | ON NO. OF | ABOVE PERSONS (ENTITIES ONLY) | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | |
| 3 | SEC USE ONLY | | | | | |
| 4 | CITIZENSHIP OR PLAC | | IZATION | | | |
| OWNE | NUMBER OF SHARES BENEFICIALLY D BY EACH REPORTING | 5 | SOLE VOTING POWER 0 shares | | | |
| | PERSON WITH | 6 | SHARED VOTING POWER 4,426,619 shares, of which 119,282 shares are directly owned by FC2E, 1,203,885 sh shares are directly owned b FCLM. Koontz may be deemed shares. Koontz hereby discl reported herein, except to therein and any shares held | owned by FC2P, 237,562 ares are directly owned by FCLP. Koontz is a Manato have shared power to aims beneficial ownershithe extent of any pecuni | | |
| | | 7 | SOLE DISPOSITIVE POWER 0 shares | | | |
| | | 8 | SHARED DISPOSITIVE POWER 4,426,619 shares, of which 119,282 shares are directly owned by FC2E, 1,203,885 sh shares are directly owned b | owned by FC2P, 237,562 ares are directly owned | | |

FCLM. Koontz may be deemed to have shared power to shares. Koontz hereby disclaims beneficial ownershi reported herein, except to the extent of any pecuni

therein and any shares held in his name.

| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4, | | | | | | |
|-----------|------------------------------------------------------------------------|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------|--|
| 10 | CHECK BOX IF THE AGGE EXCLUDES CERTAIN SHAF | | NT IN ROW (9) | | | | |
| 11 | PERCENT OF CLASS REPR | RESENTED BY | AMOUNT IN ROW 9 | | | | |
| 12 | TYPE OF REPORTING PER | RSON* | | | | · | |
| | Paç | ge 12 of 18 | Pages | | | | |
| CUSIP NO. | 04743P108 | | | 13 G | | Page 13 o | |
| 1 | NAMES OF REPORTING PH I.R.S. IDENTIFICATION Michael N. Schuh ("S | N NO. OF AB | OVE PERSONS (ENTITIES | ONLY) | | | |
| 2 | CHECK THE APPROPRIATE | E BOX IF A | MEMBER OF A GROUP* | | (a) [|] | |
| 3 | SEC USE ONLY | | | | | | |
| 4 | CITIZENSHIP OR PLACE United States of Amer | | ATION | | | | |
| | NUMBER OF SHARES BENEFICIALLY | 5 | SOLE VOTING POWER 63,250 shares | | | | |
| | BENEFICIALLI BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER 4,426,619 shares, control of the shares are owned by FC2E, 1,20 shares are directly FCLM. Schuh may be shares. Schuh hereb herein, except to the shares held in his | of which 2,833 directly owner 3,885 shares a owned by FCL deemed to have by disclaims be he extent of a | ,785 are d d by FC2P, are direct P. Schuh i e shared p eneficial | 237,562 ly owned s a Manag ower to v ownership | |

| | 7 | SOLE DISPOSITIVE F 63,250 shares | POWER | | |
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| | 8 | SHARED DISPOSITIVE 4,426,619 shares, 119,282 shares are owned by FC2E, 1,2 shares are directl FCLM. Schuh may be shares. Schuh here herein, except to shares held in his | of which 2,833, e directly owned 203,885 shares a y owned by FCLI e deemed to have by disclaims be the extent of a | d by FC2P, are directly are directly P. Schuh is e shared poweneficial or any pecunia: | 237,562 y owned a Manag wer to v wnership ry inter |
| 9 | AGGREGATE AMOUNT BENEFICIALL REPORTING PERSON | | | | 4, |
| 10 | CHECK BOX IF THE AGGREGATE A EXCLUDES CERTAIN SHARES* | | | | |
| 11 | PERCENT OF CLASS REPRESENTED | BY AMOUNT IN ROW 9 | | | |
| 12 | TYPE OF REPORTING PERSON* | | | | |
| | Page 13 of | 18 Pages | | | |
| | 04743P108 | | 13 G | P: | age 14 c |
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF Adam Grosser ("Grosser") | ABOVE PERSONS (ENTITIE | CS ONLY) | | |
| 2 | CHECK THE APPROPRIATE BOX IF | A MEMBER OF A GROUP* | | (a) [] | |
| 3 | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGA United States of America | NIZATION | | | |
| | NUMBER OF 5 | SOLE VOTING POWER | | | |

| ī | SHARES BENEFICIALLY | | 6,045 shares |
|----|---------------------------------------------|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | BENEFICIALLI BY EACH REPORTING PERSON WITH | 6 | SHARED VOTING POWER 1,235,990 shares, of which 1,203,885 shares are dir and 32,105 shares are directly owned by FCLP. Gross FCLM. Grosser may be deemed to have shared power to shares. Grosser hereby disclaims beneficial ownersh reported herein, except to the extent of any pecuni therein and any shares held in his name. |
| | | 7 | SOLE DISPOSITIVE POWER 6,045 shares |
| | | 8 | SHARED DISPOSITIVE POWER 1,235,990 shares, of which 1,203,885 shares are dir and 32,105 shares are directly owned by FCLP. Gross FCLM. Grosser may be deemed to have shared power to shares. Grosser hereby disclaims beneficial ownersh reported herein, except to the extent of any pecuni therein and any shares held in his name. |
| 9 | AGGREGATE AMOUNT BENEFI REPORTING PERSON | CIALLY OW | NNED BY EACH |
| 10 | CHECK BOX IF THE AGGREG | | NT IN ROW (9) |
| 11 | PERCENT OF CLASS REPRES | SENTED BY | AMOUNT IN ROW 9 |
| 12 | TYPE OF REPORTING PERSO |)N* | |
| | | | |

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Item 1

- (a) Name of Issuer: Atheros Communications, Inc.
- (b) Address of Issuer's Principal Executive Offices:

529 Almanor Avenue Sunnyvale, CA 94085

Item 2

(a) Foundation Capital Management Company II, L.L.C. ("FCM2")
Foundation Capital II, L.P. ("FC2")
Foundation Capital II Principals Fund, L.L.C. ("FC2P")
Foundation Capital II Entrepreneurs Fund, L.L.C. ("FC2E")

FC Leadership Management Co., L.L.C. ("FCLM")
Foundation Capital Leadership Fund, L.P. ("FCL")
FC Leadership Principals Fund, L.L.C. ("FCLP")
James C. Anderson ("Anderson")
William B. Elmore ("Elmore")
Kathryn C. Gould ("Gould")
Paul G. Koontz ("Koontz")
Michael N. Schuh ("Schuh")
Adam Grosser ("Grosser")

FCM2 is the General Partner of FC2 and the Manager of FC2P and FC2E, and may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by FC2, FC2P and FC2E. FCLM is the General Partner of FCL and the Manager of FCLP, and may be deemed to have sole power to vote and sole power to dispose of shares of the Issuer directly owned by FCL and FCLP. Anderson, Elmore, Gould, Koontz and Schuh are Managers of FCM2, and may be deemed to have shared power to vote and shared power to dispose of the shares of Issuer directly owned by FC2, FC2P and FC2E. Elmore, Gould, Koontz, Schuh and Grosser are Managers of FCLM, and may be deemed to have shared power to vote and shared power to dispose of the shares of Issuer directly owned by FCL and FCLP.

(b) Address of Principal Business Office:

c/o Foundation Capital
70 Willow Road, Suite 200
Menlo Park, CA 94025

(c) Citizenship:

FCM2, FC2, FC2P, FC2E, FCLM, FCL and FCLP - Delaware, United States of America Anderson, Elmore, Gould, Koontz, Schuh and Grosser - United States of America

- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 04743P108

Item 3 Not applicable.

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Item 4 Ownership.

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this Statement is provided as of December 31, 2004:

| Ownership/Power | FCM2 | FC2 | FC2P | FC2E | FCLM | FCL | ==== F |
|----------------------|-----------|-----------|---------|---------|-----------|-----------|-----------|
| Beneficial Ownership | 3,190,629 | 2,833,785 | 119,282 | 237,562 | 1,235,990 | 1,203,885 | 3 |
| Percentage of Class | 7.01 | 6.23 | 0.26 | 0.52 | 2.72 | 2.65 | 0 |

| Sole Voting Power | 3,190,629 | 2,833,785 | 119,282 | 237,562 | 1,235,990 | 1,203,885 | 32 |
|--------------------------|-----------|-----------|-----------|---------|-----------|-----------|------|
| Shared Voting Power | 0 | 0 | 0 | 0 | 0 | 0 | |
| Sole Dispositive Power | 3,190,629 | 2,833,785 | 119,282 | 237,562 | 1,235,990 | 1,203,885 | 3 |
| Shared Dispositive Power | 0 | 0 | 0 | 0 | 0 | 0 | |
| | ======== | | ========= | | | | ==== |

| Ownership/Power | Anderson | Elmore | Gould | Koontz | Schuh | Grosser |
|--------------------------|-----------|-----------|-----------|-----------|-----------|-----------|
| Beneficial Ownership | 3,190,629 | 4,449,237 | 4,508,561 | 4,426,619 | 4,489,869 | 1,235,990 |
| Percentage of Class | 7.01 | 9.73 | 9.73 | 9.73 | 9.73 | 2.72 |
| Sole Voting Power | 0 | 22,618 | 81,942 | 0 | 63,250 | 6,045 |
| Shared Voting Power | 3,190,629 | 4,426,619 | 4,426,619 | 4,426,619 | 4,426,619 | 1,235,990 |
| Sole Dispositive Power | 0 | 22,618 | 81,942 | 0 | 63,250 | 6,045 |
| Shared Dispositive Power | 3,190,629 | 4,426,619 | 4,426,619 | 4,426,619 | 4,426,619 | 1,235,990 |

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.

Under certain circumstances set forth in the limited partnership agreement of FC2 and FCL and the limited liability company agreements of FCM2, FC2P, FC2E, FCLM and FCLP, the general partner, members and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the Issuer owned by each such entity of which they are a partner.

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.

Not applicable.

Item 10 Certification.

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, 2005

/s/ William B. Elmore

William B. Elmore, individually and on behalf of Foundation Capital Management Company II, L.L.C. in his capacity as a Manager thereof, and on behalf of Foundation Capital II, L.P., Foundation Capital II Principals Fund, L.L.C. and Foundation Capital II Entrepreneurs Fund, L.L.C. in his capacity as a Manager of Foundation Capital Management Company II, L.L.C., the General Partner of Foundation Capital II, L.P. and the Manager of Foundation Capital II Principals Fund, L.L.C. and Foundation Capital II Entrepreneurs Fund, L.L.C.

/s/ William B. Elmore

William B. Elmore, individually and on behalf of FC Leadership Management Co., L.L.C. in his capacity as a Manager thereof, and on behalf of Foundation Capital Leadership Fund, L.P. and FC Leadership Principals Fund, L.L.C. in his capacity as a Manager of FC Leadership Management Co., L.L.C., the General Partner of Foundation Capital Leadership Fund, L.P. and the Manager of FC Leadership Principals Fund, L.L.C.

/s/ James C. Anderson

Signature

/s/ William B. Elmore

Signature

/s/ Kathryn C. Gould

Signature

/s/ Paul G. Koontz

Signature

/s/ Michael N. Schuh

Signature

Exhibit(s):

A: Agreement of Joint Filing

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EXHIBIT A

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Atheros Communications, Inc. is filed on behalf of each of us.

Dated: February 10, 2005

/s/ William B. Elmore

William B. Elmore, individually and on behalf of Foundation Capital Management Company II, L.L.C. in his capacity as a Manager thereof, and on behalf of Foundation Capital II, L.P., Foundation Capital II Principals Fund, L.L.C. and Foundation Capital II Entrepreneurs Fund, L.L.C. in his capacity as a Manager of Foundation Capital Management Company II, L.L.C., the General Partner of Foundation Capital II, L.P. and the Manager of Foundation Capital II Principals Fund, L.L.C. and Foundation Capital II Entrepreneurs Fund, L.L.C.

/s/ William B. Elmore _____

William B. Elmore, individually and on behalf of FC Leadership Management Co., L.L.C. in his capacity as a Manager thereof, and on behalf of Foundation Capital Leadership Fund, L.P. and FC Leadership Principals Fund, L.L.C. in his capacity as a Manager of FC Leadership Management Co., L.L.C., the General Partner of Foundation Capital Leadership Fund, L.P. and the Manager of FC Leadership Principals Fund, L.L.C.

/s/ James C. Anderson ______ Signature

/s/ William B. Elmore Signature

/s/ Kathryn C. Gould Signature

/s/ Paul G. Koontz _____ Signature

/s/ Michael N. Schuh Signature

/s/ Adam Grosser Signature