

Edgar Filing: ION NETWORKS INC - Form SC 13G

ION NETWORKS INC  
Form SC 13G  
December 11, 2002

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

SCHEDULE 13G

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

ION Networks Inc.

\_\_\_\_\_  
(Name of Issuer)

Common Stock

\_\_\_\_\_  
(Title of Class of Securities)

46205P100

\_\_\_\_\_  
(CUSIP Number)

November 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:

-x-- 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. 46205P100 13G Page 2 of 14

-----  
(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Fund III, L.P. ("The Fund") F13-3737427  
MGP Advisers Limited Partnership\* ("MGP") F13-3263120

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) | |  
(b) |X|

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-----  
(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse  
SHARES -----

-BENEFICIALLY (6) SHARED VOTING POWER None  
OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse  
REPORTING -----

PERSON WITH: (8) SHARED DISPOSITIVE POWER None  
-----

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

2,090,882 (of which 586,600 are warrants)  
-----

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

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

8.12  
-----

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA  
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\* AWM Investment Company, Inc., a Delaware corporation is the  
General Partner of this entity.

CUSIP No. 46205P100 13G Page 3 of 14  
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(1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Private Equity Fund, L.P. F13-3916551  
("SSPE")

MG Advisers L.L.C. ("MG") F13-3916549  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See  
Instructions)

(a) | |

(b) |X|  
-----

(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse  
SHARES -----

-BENEFICIALLY (6) SHARED VOTING POWER None  
OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse  
REPORTING -----

PERSON WITH: (8) SHARED DISPOSITIVE POWER None  
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(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

784,600 (Of which 225,300 are warrants)

-----  
(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

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

3.1

-----  
(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA  
-----

CUSIP No. 46205P100

13G

Page 4 of 14

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(1) NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Cayman Fund, L.P. ("CAY") 98-0132442  
AWM Investment Company, Inc. ("AWM") 11-3086452

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See  
Instructions)

(a) | |  
(b) |X|

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, Delaware

-----  
NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse  
SHARES

BENEFICIALLY (6) SHARED VOTING POWER None  
OWNED BY

EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse  
REPORTING

PERSON WITH: (8) SHARED DISPOSITIVE POWER None  
-----

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON  
718,400 (Of which 195,500 are warrants)

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

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

2.8

-----  
(12) TYPE OF REPORTING PERSON\*  
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IV/IA

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CUSIP No. 46205P100 13G Page 5 of 14  
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- (1) NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Technology Fund, L.P. ("SST")  
F13-3937585  
SST Advisers LLC ("SSTA") F13-3937583  
-----

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See  
Instructions)

(a) | |  
(b) |X|  
-----

- (3) SEC USE ONLY  
-----

- (4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse  
SHARES -----

-BENEFICIALLY (6) SHARED VOTING POWER None  
OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse  
REPORTING -----

PERSON WITH: (8) SHARED DISPOSITIVE POWER None  
-----

- (9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

379,900 (of which 112,600 are warrants)  
-----

- (10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)

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

1.5  
-----

- (12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA  
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CUSIP No. 46205P100 13G Page 6 of 14 Pages  
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- (1) NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Austin W. Marxe  
David M. Greenhouse  
-----

- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See  
Instructions)

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- (a) | |
- (b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES	(5) SOLE VOTING POWER	3,973,782
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(6) SHARED VOTING POWER	None
	(7) SOLE DISPOSITIVE POWER	3,973,782
	(8) SHARED DISPOSITIVE POWER	None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

3,973,782 (Of which 1,120,000 are warrants)

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

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

15.1

(12) TYPE OF REPORTING PERSON\*

IN

Page 7 of 14 Pages

Item 1.

- (a) Name of Issuer: ION Networks Inc.
- (b) Address of Issuer's Principal Executive Offices:  
1551 S. Washington Avenue, Piscataway, NJ 08854

Item 2.

- (a) Name of Person Filing: This statement is filed on behalf of (i) Special Situations Fund III, L.P., a Delaware limited partnership ("SSF III"); (ii) Special Situations Private Equity Fund, L.P., a Delaware limited partnership ("SSPE") (iii) Special Situations Cayman Fund, L.P., a Cayman Islands limited partnership (the "Cayman Fund"); (iv) Special Situations Technology Fund, L.P., a Delaware limited partnership ("SST"); (v) MGP Advisers Limited Partnership, a Delaware limited partnership, ("MGP"); (vi) MG Advisers L.L.C., a New York limited liability company ("MG"); (vii) AWM Investment Company, Inc., a Delaware corporation ("AWM"); (viii) SST Advisers L.L.C., a Delaware limited liability company ("SSTA"); (ix) Austin W. Marx and (x) David Greenhouse. Each of the foregoing is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons."
- (b) Address of Principal Business Office or, if none, Residence: The principal office and business address of the Reporting Persons is 153 East 53 Street, New York, New York 10022.
- (c) Citizenship: SSF III, SSPE, SST, and MGP are Delaware

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limited partnerships. MG is a New York limited liability company. AWM is a Delaware corporation and SSTA is a Delaware

Page 8 of 14 Pages

limited liability company. The Cayman Fund was formed under the laws of the Cayman Island. Austin W. Marxe and David M. Greenhouse are United States citizens. The principal business of SSF III, SSPE, SST and the Cayman Fund (individually, a "Fund" and, collectively, the "Funds") is to invest in, sell, convey, transfer, exchange and otherwise trade in principally equity and equity related securities. The principal business of MGP is to act as general partner of and investment adviser to SSF III. The principal business of MG is to act as the general partner of and the investment adviser to SSPE. The principal business of SSTA is to act as general partner of and investment adviser to SST. The principal business of AWM is to act as general partner of MGP and general partner of and investment adviser to the Cayman Fund. MGP, MG, SSTA and AWM are referred to herein, individually, as an "Adviser" and, collectively, as the "Advisers." The principal occupation of Austin W. Marxe and David Greenhouse is to serve as officers, directors and members or principal shareholders of the Advisers.

2(d) Title of Class of Securities: See cover sheets.

(e) CUSIP Number: See cover sheets.

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

(a)  Broker or Dealer registered under section 15 of the Act;

(b)  Bank as defined in section 3(a) (6) of the Act;

Page 9 of 14 Pages

(c)  Insurance Company as defined in section 3(a) (19) of the Act;

(d)  Investment Company registered under section 8 of the Investment Company Act of 1940;

(e)  An Investment Adviser in accordance with §240.13d-1(b) (I) (ii) (E);

(f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b) (I) (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;

(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;

(j)  Group, in accordance with §240.13d-1(b) (1) (ii) (J). See Exhibit A attached hereto.

Item 4. Ownership:

(a) Amount Beneficially Owned: 2,853,782 shares of common stock and 1,120,000 warrants are beneficially owned by Austin Marxe and David Greenhouse; of which 1,504,282 common shares and 586,600 warrants are owned by SSF III, 559,300 common shares and 225,300 warrants are owned by SSPE, 522,900 common shares and 195,000 warrants are owned by CAY, and 267,300 common shares and 112,600 warrants are owned by SST.

Page 10 of 14 Pages

(b) Percent of Class: 15.1 percent of the common stock are owned by Austin Marxe and David Greenhouse, 8.1 percent are owned by SSF III, 3.1 are owned by SSPE, 2.8 percent are owned by CAY and 1.5 percent are owned by SST.

(c) Number of Shares as to which the person has Rights to

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Vote and/or Dispose of Securities: SSF III, SSPE, CAY, SST, MGP, MG, AWM and SSTA have sole power to vote or to direct the vote and to dispose or to direct the disposition of all securities reported hereby which are respectively beneficially owned by each Fund and its Adviser.

Austin Marxe and David Greenhouse have shared power to vote or to direct the vote of and to dispose or to direct the disposition of securities reported hereby which are beneficially owned by Austin Marxe and David Greenhouse by virtue of being Executive Officers of the Investment Advisers.

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: SSF III, SSPE, CAY and SST, as owners of the securities in question, have the right to receive any dividends from, or proceeds from the sale of, such securities.

Page 11 of 14 Pages

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on By the Parent Holding Company: See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices 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 acquired and are held in the ordinary course of business and 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.

Page 12 of 14 Pages

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: December 10, 2002

SPECIAL SITUATIONS FUND III, L.P.

By:/s/ Austin W. Marxe

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Austin W. Marxe  
Managing Director

MGP ADVISERS LIMITED PARTERSHIP

Austin W. Marxe By:/s/ Austin W. Marxe  
President and Chief Executive Officer

SPECIAL SITUATIONS PRIVATE EQUITY FUND, L.P.

Austin W. Marxe By:/s/ Austin W. Marxe  
President and Chief Executive Officer

MG ADVISERS, L.L.C.

Austin W. Marxe By:/s/ Austin W. Marxe  
President and Chief Executive Officer

Page 13 of 14 Pages

SPECIAL SITUATIONS CAYMAN FUND, L.P.

Austin W. Marxe By: /s/ Austin W. Marxe  
Managing Director  
AWM INVESTMENT COMPANY, INC.

Austin W. Marxe By: /s/ Austin W. Marxe  
President and CEO

SPECIAL SITUATIONS TECHNOLOGY FUND, L.P.

Austin W. Marxe By:/s/ Austin W. Marxe  
President and Chief Executive Officer

SST ADVISERS, L.L.C.

Austin W. Marxe By:/s/ Austin W. Marxe  
President and Chief Executive Officer



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/s/ Austin W. Marxe  
AUSTIN W. MARXE

/s/David M Greenhouse  
DAVID M. GREENHOUSE

Page 14 of 14 Pages

EXHIBIT A

This Exhibit explains the relationship between the Reporting Persons. MGP Advisers Limited Partnership (MGP), a Delaware limited partnership, is the general partner of the Special Situations Fund III, L.P., a Delaware Limited Partnership. AWM Investment Company, Inc., a Delaware corporation, is the general partner of MGP and the general partner of and investment adviser to the Cayman Fund. MG Advisers, L.L.C. is the general partner of and investment adviser to the Special Situations Private Equity Fund, L.P. SST Adviser, L.L.C. is the general partner of and investment adviser to Special Situations Technology Fund, L.P. Austin W. Marxe and David M. Greenhouse are the principal owners of MGP, MG, AWM and SSTA and are principally responsible for the selection, acquisition and disposition of the portfolios securities by the investment advisers on behalf of their Fund.