

Edgar Filing: ALTIRIS INC - Form SC 13G/A

ALTIRIS INC
Form SC 13G/A
February 13, 2004

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

SCHEDULE 13G

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

Altiris, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

02148M 10 0

(CUSIP Number)

December 31, 2003

(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 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).

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SCHEDULE 13G

CUSIP No. 02148M 10 0

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

The Canopy Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Utah

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
1,989,092

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
1,989,092

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,989,092

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

Not Applicable

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

7.7%

12 TYPE OF REPORTING PERSON (See Instructions)

CO

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SCHEDULE 13G

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

Ralph J. Yarro, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

25,000

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
25,000

6 SHARED VOTING POWER
1,989,092

7 SOLE DISPOSITIVE POWER
25,000

8 SHARED DISPOSITIVE POWER
1,989,092

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,014,092

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

Not Applicable

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

7.8%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

Item 1.

- (a) Name of Issuer:
Altiris, Inc.
- (b) Address of Issuer's Principal Executive Offices:
588 W. 400 S.
Lindon, Utah 84042

Item 2.

- (a) Name of Person Filing:
The Canopy Group, Inc.
- (b) Address of Principal Business Office or, if none, Residence:
333 South 520 West, Suite 300
Lindon, Utah 84042
- (c) Citizenship:
State of Utah
- (a) Name of Person Filing:
Ralph J. Yarro, III
- (b) Address of Principal Business Office or, if none, Residence:

333 South 520 West, Suite 300
Lindon, Utah 84042
- (c) Citizenship:
United State of America
- (d) Title of Class of Securities:
Common Stock
- (e) CUSIP Number:
02148M 10 0

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 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
- (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
- (e) Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

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- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) Group, in accordance with Section 240.13d-1(b)(1)(ii)(H)

Not Applicable

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Item 4. Ownership:

(a) 1,989,092 of the shares are held in the name of The Canopy Group, Inc. ("Canopy") 25,000 of the shares are reserved for issuance upon the exercise of an option held in the name of Ralph J. Yarro, III. Mr. Yarro disclaims beneficial ownership of the shares held by Canopy except as to his pecuniary interest therein. The agreement among the Reporting Persons relating to the joint filing of this statement is attached as Exhibit 1 hereto.

(b) The 1,989,092 shares held by Canopy represents 7.7% of the outstanding shares of Common Stock on December 31, 2003. The 25,000 shares subject to the option held by Mr. Yarro represents less than 1/10 of a percent of the outstanding Common Stock on December 31, 2003.

(c) As a director and executive officer of Canopy, Mr. Yarro shares in the direction of voting and in the disposition of the 1,989,092 shares held by Canopy. Mr. Yarro has the ability to vote and dispose of the shares held in his account.

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

The Noorda Family Trust is the owner of a majority of the capital stock of Canopy. Raymond J. and Lewena Noorda serve as trustees of the Noorda Family Trust.

Item 7. Identification and Classification of the Security 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

Item 9. Notice of Dissolution of Group

NOT APPLICABLE

Item 10. Certification

The following certification shall be included if the statement is filed pursuant to Section 240.13d-1(b):

- (a) By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the

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ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

The following certification shall be included if the statement is filed pursuant to Section 240.13d-1(c):

- (b) 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.

THE CANOPY GROUP, INC.

February 12, 2004

Date

/s/ Ralph J. Yarro

Signature

Ralph J. Yarro, President

Name/Title

RALPH J. YARRO, III

February 12, 2004

Date

/s/ Ralph J. Yarro

Signature

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement; provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. (SEE 18 U.S.C. 1001)

