

JPMP GLOBAL INVESTORS L P

Form 4/A

January 04, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JP MORGAN PARTNERS BHCA  
LP

(Last) (First) (Middle)

C/O J.P. MORGAN PARTNERS  
LLC, 1221 AVENUE OF THE  
AMERICAS 40TH FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
PortalPlayer, Inc. [PLAY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/24/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/29/2004

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/24/2004		C		15,929	A	\$ 0 15,929
Common Stock	11/24/2004		C		4,339	A	\$ 0 20,268
Common Stock	11/24/2004		C		1,018	A	\$ 0 21,286
Common Stock	11/24/2004		C		1,175,677	A	\$ 0 1,196,963
Common Stock	11/24/2004		C		926,131	A	\$ 0 2,123,094

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Common Stock	11/24/2004	C	523,453	A	\$ 0	2,646,547	D	
Common Stock	11/24/2004	C	82,948	A	\$ 0	82,948	I	See Footnote (1)
Common Stock	11/24/2004	C	146,756	A	\$ 0	229,704	I	See Footnote (1)
Common Stock	11/24/2004	C	20,006	A	\$ 0	20,006	I	See Footnote (2)
Common Stock	11/24/2004	C	11,307	A	\$ 0	31,313	I	See Footnote (2)
Common Stock	11/24/2004	C	74,487	A	\$ 0	74,487	I	See Footnote (3)
Common Stock	11/24/2004	C	42,100	A	\$ 0	116,587	I	See Footnote (3)
Common Stock	11/24/2004	C	8,301	A	\$ 0	8,301	I	See Footnote (4)
Common Stock	11/24/2004	C	4,691	A	\$ 0	12,992	I	See Footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares

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Series A convertible preferred stock	<u>(5)</u>	11/24/2004	C	23,893	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series B convertible preferred stock	<u>(5)</u>	11/24/2004	C	6,509	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series C convertible preferred stock	<u>(8)</u>	11/24/2004	C	3,054	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series C -1 convertible preferred stock	<u>(9)</u>	11/24/2004	C	10,063	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series D convertible preferred stock	<u>(8)</u>	11/24/2004	C	2,778,395	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series E convertible preferred stock	<u>(8)</u>	11/24/2004	C	1,570,361	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series D convertible preferred stock	<u>(8)</u>	11/24/2004	C	440,270	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series E convertible preferred stock	<u>(8)</u>	11/24/2004	C	248,844	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series D convertible preferred stock	<u>(8)</u>	11/24/2004	C	60,018	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series E convertible preferred stock	<u>(8)</u>	11/24/2004	C	33,922	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
Series D convertible preferred stock	<u>(8)</u>	11/24/2004	C	223,461	<u>(6)</u>	<u>(6)</u>	Common Stock	<u>(7)</u>
	<u>(8)</u>	11/24/2004	C	126,301	<u>(6)</u>	<u>(6)</u>		<u>(7)</u>

Series E convertible preferred stock								Common Stock	
Series D convertible preferred stock	(8)	11/24/2004	C	24,903	(6)	(6)		Common Stock	(7)
Series E convertible preferred stock	(8)	11/24/2004	C	14,075	(6)	(6)		Common Stock	(7)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JP MORGAN PARTNERS BHCA LP C/O J.P. MORGAN PARTNERS LLC 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
JPMP MASTER FUND MANAGER L P JP MORGAN PARTNERS LLC 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
JPMP CAPITAL CORP C/O J.P. MORGAN PARTNERS, LLC 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
J P MORGAN CHASE & CO 270 PARK AVE 39TH FL NEW YORK, NY 10017		X		
JP MORGAN PARTNERS GLOBAL INVESTORS LP 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
J P MORGAN PARTNERS GLOBAL INVESTORS A LP 1221 AVENUE OF THE AMERICAS 40TH FLOOR NEW YORK, NY 10020		X		
J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN LP C/O J P MORGAN PARTNERS 1221 AVENUE OF THE AMERICAS 40TH FL NEW YORK, NY 10020		X		

J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN II LP  
C/O J P MORGAN PARTNERS  
1221 AVENUE OF THE AMERICAS 40TH FL  
NEW YORK, NY 10020

X

JPMP GLOBAL INVESTORS L P  
1221 AVENUE OF THE AMERICAS  
40TH FLOOR  
NEW YORK, NY 10021

X

## Signatures

J.P. Morgan Partners (BHCA), L.P. By: JPMP Master Fund Manager, L.P., its general partner  
By: JPMP Capital Corp., its general partner By: /s/ Jeffrey C. Walker , President

01/04/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P.
- (2) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P.
- (3) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. ("Cayman").
- (4) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman) II, L.P. ("Cayman II").
- (5) The Series A and B Convertible Preferred Stock is convertible on a 1 for 0.6667 basis.
- (6) The Series A, B, C, C-1, D, and E Convertible Preferred Stock is immediately exercisable. It has no expiration date.
- (7) Reflects a 1-for-3 reverse split of the common stock.
- (8) The Series C, D, and E Convertible Preferred Stock is convertible on a 1 for 0.3333 basis.
- (9) The Series C-1 Convertible Preferred Stock is convertible on a 1 for 116.8317 basis.

### Remarks:

This form is being amended to correct the number of shares in Column 5 of Table I.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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