

ALTIRIS INC
Form SC 13D/A
April 11, 2007

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

ALTIRIS, INC.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

02148M 10 0

(CUSIP Number)

Carla S. Newell

c/o Technology Crossover Ventures

528 Ramona Street

Palo Alto, California 94301

(650) 614-8200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 20, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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

* 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).

CUSIP No.

NAMES OF REPORTING PERSONS:

TCV IV, L.P.

1

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

See item 2 for identification of the General Partner

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

DELAWARE

SOLE VOTING POWER:

7

NUMBER OF -0- SHARES OF COMMON STOCK

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8 -0- SHARES OF COMMON STOCK

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

WITH **10** SHARED DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
-0- SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No.

NAMES OF REPORTING PERSONS:

TCV IV STRATEGIC PARTNERS, L.P.

1

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

See item 2 for identification of the General Partner

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

DELAWARE

SOLE VOTING POWER:

7

NUMBER OF

-0- SHARES OF COMMON STOCK

SHARES
BENEFICIALLY OWNED BY 8

SHARED VOTING POWER:

-0- SHARES OF COMMON STOCK

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

WITH **10** SHARED DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
-0- SHARES OF COMMON STOCK (A)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
PN

CUSIP No.

NAMES OF REPORTING PERSONS:

1

Technology Crossover Management IV, L.L.C.

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

See item 2 for identification of the Managing Members

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

DELAWARE

SOLE VOTING POWER:

7

NUMBER OF

-0- SHARES OF COMMON STOCK

SHARES
BENEFICIALLY OWNED BY 8

SHARED VOTING POWER:

-0- SHARES OF COMMON STOCK

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

WITH **10** SHARED DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
-0- SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO

CUSIP No.

NAMES OF REPORTING PERSONS:

JAY C. HOAG

1

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF

-0- SHARES OF COMMON STOCK

SHARES
BENEFICIALLY OWNED BY 8

SHARED VOTING POWER:

-0- SHARES OF COMMON STOCK

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

WITH **10** SHARED DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
-0- SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
IN

CUSIP No.

NAMES OF REPORTING PERSONS:

RICHARD H. KIMBALL

1

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

AF, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

UNITED STATES CITIZEN

SOLE VOTING POWER:

7

NUMBER OF

-0- SHARES OF COMMON STOCK

SHARES
BENEFICIALLY OWNED BY 8

SHARED VOTING POWER:

-0- SHARES OF COMMON STOCK

EACH REPORTING PERSON **9** SOLE DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

WITH **10** SHARED DISPOSITIVE POWER:
-0- SHARES OF COMMON STOCK

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
-0- SHARES OF COMMON STOCK

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

ITEM 1. SECURITY AND ISSUER.

This statement relates to shares of common stock, par value \$0.0001 per share (the Common Stock), of Altiris, Inc., a Delaware corporation (Altiris or the Company). The Company s principal executive offices are located at 588 West 400 South Lindon, Utah 84042.

ITEM 2. IDENTITY AND BACKGROUND.

(a)-(c), (f). This statement is being filed by (1) TCV IV, L.P., a Delaware limited partnership (TCV IV), (2) TCV IV Strategic Partners, L.P., a Delaware limited partnership (Strategic Partners IV), (3) Technology Crossover Management IV, L.L.C., a Delaware limited liability company (Management IV), (4) Jay C. Hoag (Mr. Hoag) and (5) Richard H. Kimball (Mr. Kimball). TCV IV, Strategic Partners IV, Management IV, Mr. Hoag and Mr. Kimball are sometimes collectively referred to herein as the Reporting Persons. The agreement among the Reporting Persons relating to the joint filing of this statement is attached as Exhibit 1 hereto.

TCV IV, Strategic Partners IV and Management IV are each principally engaged in the business of investing in securities of privately and publicly held companies. Management IV is the sole general partner of TCV IV and Strategic Partners IV. The address of the principal business and office of each of TCV IV, Strategic Partners IV and Management IV is 528 Ramona Street, Palo Alto, California 94301.

Mr. Hoag and Mr. Kimball are the managing members of Management IV. Mr. Hoag and Mr. Kimball are each United States citizens, and the present principal occupation of each is a venture capital investor. The business address of each of Mr. Hoag and Mr. Kimball is 528 Ramona Street, Palo Alto, California 94301.

(d), (e). During the last five years, none of TCV IV, Strategic Partners IV, Management IV, Mr. Hoag or Mr. Kimball has (1) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

On January 26, 2007, the Company, Symantec Corporation, a Delaware corporation (Symantec) and Atlas Merger Corp. (Atlas) (a wholly-owned subsidiary of Symantec) entered into an Agreement and Plan of Merger (the Merger Agreement) under which Symantec, upon the terms and subject to satisfaction or waiver of the conditions therein, would acquire all of the shares of the Company s common stock for a purchase price of \$33.00 per share, net to the holders thereof in cash. Holders of shares of the Company s common stock would be entitled to receive \$33.00 per share in cash in the Merger. Holders of restricted stock awards would receive the right to receive per share cash merger consideration. All options would be assumed by Symantec. The stockholders voted in favor of the Merger (defined below) on April 4, 2007 and on April 6, 2007, Atlas merged with and into the Company, with the Company surviving the merger as a wholly-owned subsidiary of Symantec (the Merger).

The Merger Agreement is attached to this filing as Exhibit 3 and incorporated by reference herein.

ITEM 4. PURPOSE OF TRANSACTION.

(a)-(c). Please see Item 3 above.

(c). Not applicable.

(d) (j). Other than as a result of the Merger, not applicable.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a), (b). As of the close of business on April 6, 2007, TCV IV, Strategic Partners IV, Management IV, Mr. Hoag and Mr. Kimball owned directly and/or indirectly the following shares:

| Name of Investor | Number of Total Shares (Including Options) | Percentage of Outstanding Shares (Including Options) |
|-----------------------|---|--|
| TCV IV | -0- | 0% |
| Strategic Partners IV | -0- | 0% |

| | | |
|---------------|-----|----|
| Management IV | -0- | 0% |
| Mr. Hoag | -0- | 0% |
| Mr. Kimball | -0- | 0% |

(c). On
 March 20, 2007,
 TCV IV Funds
 listed below
 made an in-kind
 pro-rata
 distribution to
 their limited
 partners,
 without
 consideration:

| Name of Investor | Shares Distributed |
|-------------------------|-------------------------------|
| TCV IV | 2,363,815 |
| Strategic Partners IV | 110,133(*) |

(*This included 11,384 shares distributed to the Hoag Family Trust U/A Dtd 8/2/94, of which Mr. Hoag and his wife are the sole trustees. Mr. Hoag disclaims beneficial ownership of the shares held by the Hoag Family Trust U/A Dtd 8/2/94 except to the extent of his pecuniary interest therein. This also includes 12,601 shares distributed to the Kimball Family Trust Uta Dtd 2/23/94, of which Mr. Kimball and his wife are the sole trustees. Mr. Kimball disclaims beneficial ownership of the shares held by the Kimball Family Trust Uta Dtd 2/23/94 except to the extent of his pecuniary interest therein.

On March 20, 2007, TCV IV Funds listed below made an in-kind pro-rata distribution to their general partner, without consideration:

| Name of Investor | Shares Distributed |
|-------------------------|---------------------------|
| TCV IV | 594,693 |
| Strategic Partners IV | 186 |

On March 20, 2007, Management IV made an in-kind distribution of 594,879 shares of Common Stock of the Company to its members, without consideration. This included 156,754 shares distributed to the Hoag Family Trust U/A Dtd 8/2/94, of which Mr. Hoag and his wife are the sole trustees and 34,377 shares distributed to Hamilton Investments Limited Partnership, of which Mr. Hoag and his wife are the sole limited partners. Mr. Hoag disclaims beneficial ownership of the shares held by the Hoag Family Trust U/A Dtd 8/2/94 and Hamilton Investments Limited Partnership except to the extent of his pecuniary interest therein. This also includes 114,974 shares distributed to the Kimball Family Trust Uta Dtd 2/23/94, of which Mr. Kimball and his wife are the sole trustees. Mr. Kimball disclaims beneficial ownership of the shares held by the Kimball Family Trust Uta Dtd 2/23/94 except to the extent of his pecuniary interest therein.

On March 29, 2007, the Kimball Family Trust Uta Dtd 2/23/94 gifted 76,460 shares of Common Stock of the Company.

On March 29, 2007, the Hoag Family Trust U/A Dtd 8/2/94 gifted 57,500 shares of Common Stock of the Company.

On March 30, 2007, Mr. Hoag exercised options to purchase 12,500 shares of the Company's Common Stock at an exercise price of \$22.53 per share by surrendering 8,552 shares of Common Stock at a price of \$32.93 per share resulting in 3,948 shares post exercise.

On April 6, 2007, the following investors received cash consideration of \$33.00 per share for each share listed below:

| Name of Investor | Shares Distributed |
|--|---------------------------|
| Mr. Hoag | 8,114 |
| Hoag Family Trust U/A Dtd 8/2/94 | 110,638 |
| Hamilton Investments Limited Partnership | 34,377 |
| Kimball Family Trust Uta Dtd 2/23/94 | 51,115 |

(d). Not applicable.

(e). Reporting persons ceased to be the owner of more than five percent of the class of securities of the Company on March 20, 2007.

Except as set forth in this Item 5(a) (b), each of the Reporting Persons disclaims beneficial ownership of any Common Stock owned beneficially or of record by any other Reporting Person.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None of the Reporting Persons has any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of Company, including but not limited to any contracts, arrangements, understandings or relationships concerning the transfer or voting of such securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Joint Filing Agreement (incorporated by reference from Exhibit 1 to the Schedule 13D relating to the common stock of the Company filed on May 24, 2002)

Exhibit 2 Statement Appointing Designated Filer and Authorized Signatories dated November 5, 2001 (incorporated by reference from Exhibit A to the Schedule 13D/A relating to the common stock of Digital Generation Systems, Inc. filed on March 21, 2002)

Exhibit 3 Agreement and Plan of Merger dated January 26, 2007 (incorporated by reference from Exhibit 10.01 to the Form 8-K filed by the Company on January 29, 2007)

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 11, 2007

TCV IV, L.P.

By: */s/ Carla S. Newell*

Name: Carla S. Newell
Its: Authorized Signatory

TCV IV STRATEGIC PARTNERS, L.P.

By: */s/ Carla S. Newell*

Name: Carla S. Newell
Its: Authorized Signatory

TECHNOLOGY CROSSOVER MANAGEMENT IV, L.L.C.

By: */s/ Carla S. Newell*

Name: Carla S. Newell
Its: Authorized Signatory

JAY C. HOAG

By: */s/ Carla S. Newell*

Name: Carla S. Newell
Its: Authorized Signatory

RICHARD H. KIMBALL

By: */s/ Carla S. Newell*

Name: Carla S. Newell
Its: Authorized Signatory

EXHIBIT INDEX

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Exhibit 3 Agreement and Plan of Merger dated January 26, 2007 (incorporated by reference from Exhibit 10.01 to the Form 8-K filed by the Company on January 29, 2007)