

Edgar Filing: PIVOTAL CORP - Form SC 13G/A

PIVOTAL CORP  
Form SC 13G/A  
December 26, 2001

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), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

(Amendment No.2)\*

PIVOTAL CORPORATION

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

72581R106

-----  
(CUSIP Number)

December 21, 2001

-----  
(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)  
[ X ] 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).

(Continued on following pages)  
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Exhibit Index Contained on Page 22

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1      NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
          Integral Capital Management II, L.P. ("ICM2")

-----

2      CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP\*

-----

3      SEC USE ONLY

-----

4      CITIZENSHIP OR PLACE OF ORGANIZATION  
          Delaware (limited partnership)

-----

	5	SOLE VOTING POWER	-0-
	6	SHARED VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		1,150,415 shares, of which 877,608 sha Integral Capital Partners II, L.P. ("I are directly owned by Integral Capital C.V. ("ICPI2"). ICM2 is the general p investment general partner of ICPI2.	
	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER	
		1,150,415 shares (see response to Item	

-----

9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----

10     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*

-----

11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----

12     TYPE OF REPORTING PERSON\*

-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1      NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
          Integral Capital Management IV, LLC ("ICM4")

-----

2      CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP\*

-----

3      SEC USE ONLY

-----

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware (limited liability company)

	5	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER -0- shares	
	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER -0- shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES*		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PERSON*		

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Integral Capital Partners NBT, LLC ("Integral NBT")		
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP*		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (limited liability company)		
	5	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY	6	SHARED VOTING POWER -0- shares	

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OWNED BY EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER -0-  
8 SHARED DISPOSITIVE POWER  
-0- shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Integral Capital Management V, LLC ("ICM5")

2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware (limited liability company)

5 SOLE VOTING POWER -0-

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER  
-0- shares.

7 SOLE DISPOSITIVE POWER -0-

8 SHARED DISPOSITIVE POWER  
-0- shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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-----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*  
 -----  
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 -----  
 12 TYPE OF REPORTING PERSON\*  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
 1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 ICP Management V, LLC ("ICP Management 5")  
 -----

-----  
 2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 -----

-----  
 3 SEC USE ONLY  
 -----

-----  
 4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware (limited liability company)  
 -----

	5	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER -0- shares	
	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER -0- shares	

-----  
 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 -----

-----  
 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*  
 -----

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

-----  
 12 TYPE OF REPORTING PERSON\*  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Integral Capital Partners II, L.P. ("ICP2")  
-----

-----  
2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
-----

-----  
3 SEC USE ONLY  
-----

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware (limited partnership)  
-----

-----  
5 SOLE VOTING POWER -0-  
-----

NUMBER  
OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

-----  
6 SHARED VOTING POWER  
877,608 shares are directly owned by I  
Management II, L.P. is the general par  
-----

-----  
7 SOLE DISPOSITIVE POWER -0-  
-----

-----  
8 SHARED DISPOSITIVE POWER  
877,608 shares (see response to Item 6  
-----

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*  
-----

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

-----  
12 TYPE OF REPORTING PERSON\*  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
1 NAME OF REPORTING PERSON  
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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Integral Capital Partners International II, C.V. ("ICPI2")

-----  
2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Netherlands Antilles (limited partnership)  
-----  
5 SOLE VOTING POWER -0-  
-----  
6 SHARED VOTING POWER  
272,807 shares are directly owned by I  
Management II, L.P. is the investment  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
-----  
7 SOLE DISPOSITIVE POWER -0-  
-----  
8 SHARED DISPOSITIVE POWER  
272,807 shares (see response to Item 6)  
-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*  
-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----  
12 TYPE OF REPORTING PERSON\*  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Integral Capital Partners IV, L.P. ("ICP4")  
-----  
2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
-----  
3 SEC USE ONLY  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware (limited partnership)  
-----

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	5	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER -0- shares.	
	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER -0- shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES*		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PERSON*		

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Integral Capital Partners IV MS Side Fund, L.P. ("Side Fund")		
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP*		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (limited partnership)		
	5	SOLE VOTING POWER	-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	6	SHARED VOTING POWER -0- shares	



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PERSON  
WITH

	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER -0- shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES*		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		
12	TYPE OF REPORTING PERSON*		

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Integral Capital Partners V, L.P. ("ICP5")		
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP*		
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware (limited partnership)		
	5	SOLE VOTING POWER	-0-
	6	SHARED VOTING POWER -0- shares	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
	7	SOLE DISPOSITIVE POWER	-0-
	8	SHARED DISPOSITIVE POWER -0- shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Integral Capital Partners V Side Fund, L.P. ("ICP5 Side Fund")

2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP\*

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware (limited partnership)

5 SOLE VOTING POWER -0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER -0- shares.

7 SOLE DISPOSITIVE POWER -0-

8 SHARED DISPOSITIVE POWER -0- shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON\*

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1(a). NAME OF ISSUER:

Pivotal Corporation

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

300 - 224 West Esplanade  
North Vancouver, BC V7M 3M6

ITEM 2(a), (b), (c). NAME OF PERSON FILING, ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE, AND CITIZENSHIP:

This statement is being filed by Integral Capital Management II, L.P., a Delaware limited partnership ("ICM2"), Integral Capital Management IV, LLC, a Delaware limited liability company ("ICM4"), Integral Capital Partners NBT, LLC, a Delaware limited liability company ("Integral NBT"), Integral Capital Management V, LLC, a Delaware limited liability company ("ICM5"), and ICP Management V, LLC, a Delaware limited liability company ("ICP Management 5"). The principal business address of ICM2, ICM4, Integral NBT, ICM5, and ICP Management V is 2750 Sand Hill Road, Menlo Park, California 94025.

ICM2 is the general partner of Integral Capital Partners II, L.P., a Delaware limited partnership ("ICP2"), and the investment general partner of Integral Capital Partners International II, C.V., a Netherlands Antilles limited partnership ("ICPI2"). ICM4 is the general partner of Integral Capital Partners IV, L.P., a Delaware limited partnership ("ICP4"). Integral NBT is the general partner of Integral Capital Partners IV MS Side Fund, L.P., a Delaware limited partnership ("Side Fund"). ICM5 is the general partner of Integral Capital Partners V, L.P., a Delaware limited partnership ("ICP5"). ICP Management 5 is the general partner of Integral Capital Partners V Side Fund, L.P., a Delaware limited partnership ("ICP5 Side Fund"). With respect to ICM2, ICM4, Integral NBT, ICM5 and ICP Management 5, this statement relates only to ICM2's, ICM4's, Integral NBT's, ICM5's and ICP Management 5's indirect, beneficial ownership of shares of Common Stock of the Issuer (the "Shares"). The Shares have been purchased by ICP2, ICPI2, ICP4, Side Fund, ICP5, and ICP5 Side Fund, and none of ICM2, ICM4, Integral NBT, ICM5 or ICP Management directly or otherwise hold any Shares. Management of the business affairs of ICM2, ICM4, Integral NBT, ICM5 and ICP Management 5, including decisions respecting disposition and/or voting of the Shares, resides in a majority of the general partners or managers of ICM2, ICM 4, Integral NBT, ICM5 and ICP Management 5, respectively such that no single general partner of ICM2, ICM4, Integral NBT, ICM5, or ICP Management 5 has voting and/or dispositive power of the Shares.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

72581R106

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), or 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

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- (a)  Broker or dealer registered under Section 15 of the Exchange Act.
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 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;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

.

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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A. Integral Capital Management II, L.P.

- (a) Amount Beneficially Owned: 1,150,415
- (b) Percent of Class: 4.79%
- (c) Number of shares as to which such person has:
  - 1. Sole power to vote or to direct vote: -0-
  - 2. Shared power to vote or to direct vote: 1,150,415
  - 3. Sole power to dispose or to direct the disposition: -0-
  - 4. Shared power to dispose or to direct the disposition: 1,150,415

B. Integral Capital Management IV, LLC

- (a) Amount Beneficially Owned: -0-
- (b) Percent of Class: 0.00%
- (c) Number of shares as to which such person has:
  - 1. Sole power to vote or to direct vote: -0-
  - 2. Shared power to vote or to direct vote: -0-
  - 3. Sole power to dispose or to direct the disposition: -0-

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4. Shared power to dispose or to direct the disposition: -0-

### C. Integral Capital Partners NBT, LLC

(a) Amount Beneficially Owned: -0-

(b) Percent of Class: 0.00%

(c) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: -0-

3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition: -0-

### D. Integral Capital Management V, LLC

(a) Amount Beneficially Owned: -0-

(b) Percent of Class: 0.00%

(c) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: -0-

3. Sole power to dispose or to direct the disposition: -0-

5. Shared power to dispose or to direct the disposition: -0-

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### E. ICP Management V, LLC

(a) Amount Beneficially Owned: -0-

(b) Percent of Class: 0.00%

(c) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: -0-

3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition: -0-

### F. Integral Capital Partners II, L.P.

(a) Amount Beneficially Owned: 877,608

(b) Percent of Class: 3.66%

(c) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: 877,608

3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition: 877,608

### G. Integral Capital Partners International II, C.V.

(a) Amount Beneficially Owned: 272,807

(b) Percent of Class: 1.14%

(c) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-

2. Shared power to vote or to direct vote: 272,807

3. Sole power to dispose or to direct the disposition: -0-

4. Shared power to dispose or to direct the disposition: 272,807

### H. Integral Capital Partners IV, L.P.

(a) Amount Beneficially Owned: -0-

(b) Percent of Class: 0.00%

(c) Number of shares as to which such person has:

1. Sole power to vote or to direct vote: -0-

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2. Shared power to vote or to direct vote: -0-
3. Sole power to dispose or to direct the disposition: -0-
4. Shared power to dispose or to direct the disposition: -0-

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I. Integral Capital Partners IV MS Side Fund, L.P.

- (a) Amount Beneficially Owned: -0-
- (b) Percent of Class: 0.00%
- (c) Number of shares as to which such person has:
  1. Sole power to vote or to direct vote: -0-
  2. Shared power to vote or to direct vote: -0-
  3. Sole power to dispose or to direct the disposition: -0-
  4. Shared power to dispose or to direct the disposition: -0-

J. Integral Capital Partners V, L.P.

- (a) Amount Beneficially Owned: -0-
- (b) Percent of Class: 0.00%
- (c) Number of shares as to which such person has:
  1. Sole power to vote or to direct vote: -0-
  2. Shared power to vote or to direct vote: -0-
  3. Sole power to dispose or to direct the disposition: -0-
  4. Shared power to dispose or to direct the disposition: -0-

K. Integral Capital Partners V Side Fund, L.P.

- (a) Amount Beneficially Owned: -0-
- (b) Percent of Class: 0.00%
- (c) Number of shares as to which such person has:
  1. Sole power to vote or to direct vote: -0-
  2. Shared power to vote or to direct vote: -0-
  3. Sole power to dispose or to direct the disposition: -0-
  4. Shared power to dispose or to direct the disposition: -0-

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 [ X ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

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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.

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ITEM 9. NOTICE 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 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.

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 21, 2001

INTEGRAL CAPITAL MANAGEMENT II, L.P.

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a General Partner

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INTEGRAL CAPITAL MANAGEMENT IV, LLC

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL PARTNERS NBT, LLC

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL MANAGEMENT V, LLC

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a Manager

ICP MANAGEMENT V, LLC

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By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL PARTNERS II, L.P.

By Integral Capital Management II, L.P.,  
its General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah

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INTEGRAL CAPITAL PARTNERS INTERNATIONAL  
II, C.V.

By Integral Capital Management II, L.P.,  
its Investment General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a General Partner

INTEGRAL CAPITAL PARTNERS IV, L.P.

By Integral Capital Management IV, LLC,  
its General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL PARTNERS IV MS SIDE FUND,  
L.P.

By Integral Capital Partners NBT, LLC,  
its General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL PARTNERS V, L.P.

By Integral Capital Management V, LLC,  
its General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager



INTEGRAL CAPITAL PARTNERS V SIDE  
FUND, L.P.

By ICP Management V, LLC,  
its General Partner

By \_\_\_\_\_ /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager

EXHIBIT INDEX

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1(k)(1) of the Act the statement dated December 21, 2001 containing the information required by Schedule 13G, for 1,150,415 Shares of capital stock of Pivotal Corporation held by Integral Capital Partners II, L.P., a Delaware limited partnership, Integral Capital Partners International II, C.V., a Netherlands Antilles limited partnership, Integral Capital Partners IV, L.P., a Delaware limited partnership, Integral Capital Partners IV MS Side Fund, L.P., a Delaware limited partnership, Integral Capital Partners V, L.P., a Delaware limited partnership ("ICP5"), and Integral Capital Partners V Side Fund, L.P., a Delaware limited partnership.

Date: December 21, 2001

INTEGRAL CAPITAL MANAGEMENT II, L.P.

By \_\_\_\_\_ /s/ Pamela K. Hagenah  
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Pamela K. Hagenah  
a General Partner

INTEGRAL CAPITAL MANAGEMENT IV, LLC

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL PARTNERS NBT, LLC

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL MANAGEMENT V, LLC

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a Manager

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ICP MANAGEMENT V, LLC

By /s/ Pamela K. Hagenah

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Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL PARTNERS II, L.P.

By Integral Capital Management II, L.P.,  
its General Partner

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a General Partner

INTEGRAL CAPITAL PARTNERS INTERNATIONAL  
II, C.V.

By Integral Capital Management II, L.P.,  
its Investment General Partner

By /s/ Pamela K. Hagenah

-----  
Pamela K. Hagenah  
a General Partner

INTEGRAL CAPITAL PARTNERS IV, L.P.

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By Integral Capital Management IV, LLC,  
its General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager

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INTEGRAL CAPITAL PARTNERS IV MS SIDE FUND,  
L.P.

By Integral Capital Partners NBT, LLC,  
its General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL PARTNERS V, L.P.

By Integral Capital Management V, LLC,  
its General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager

INTEGRAL CAPITAL PARTNERS V SIDE  
FUND, L.P.

By ICP Management V, LLC,  
its General Partner

By /s/ Pamela K. Hagenah  
-----  
Pamela K. Hagenah  
a Manager