

COMPELLENT TECHNOLOGIES INC
Form SC 13G/A
February 09, 2010

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Compellent Technologies, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

20452A108

(CUSIP Number)

December 31, 2009

(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 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. 20452A108

- | | | |
|---|---|---------------------------------------|
| 1. | Names of Reporting Persons
Centennial Holdings VII, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input checked="" type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,162,780 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,162,780 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,162,780 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.8% | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

CUSIP No. 20452A108

- | | | |
|---|---|---------------------------------------|
| 1. | Names of Reporting Persons
Centennial Ventures VII, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input checked="" type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
1,146,160 |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
1,146,160 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,146,160 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.7% | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

CUSIP No. 20452A108

Item 1.

- (a) Name of Issuer
The name of the issuer is Compellent Technologies, Inc.
- (b) Address of Issuer's Principal Executive Offices
The address of the issuer's principal executive offices is 7625 Smetana Lane, Eden Prairie, Minnesota 55344.

Item 2.

- (a) Name of Person Filing
(a) Centennial Holdings VII, LLC (" Holdings "); and

(b) Centennial Ventures VII, L.P. (" CV VII ").
- (b) Address of Principal Business Office or, if none, Residence
The address of the principal business office for each reporting person is 1125 17th Street, Suite 740, Denver, CO 80202.
- (c) Citizenship
Holdings is a Delaware limited liability company, and CV VII is a Delaware limited partnership.
- (d) Title of Class of Securities
Common Stock, \$0.001 par value.
- (e) CUSIP Number
20452A108

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(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 (12 U.S.C. 1813);
- (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 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
- (k) ☐ § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Not applicable.

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Item 4. Ownership

As of December 31, 2009:

(a) Amount beneficially owned:

Holdings is the general partner of each of CV VII, which beneficially owns directly 1,146,160 shares of common stock of the issuer, and Centennial Entrepreneurs Fund VII, L.P. (CEF VII), which beneficially owns directly 16,620 shares of common stock of the issuer. Holdings may be deemed, therefore, to share beneficial ownership of all of such shares of common stock of the issuer. CV VII disclaims beneficial ownership of the shares not beneficially owned directly by it.

(b) Percent of class:

Holdings: 3.8%

CV VII: 3.7%

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

(i) Sole power to vote or to direct the vote

(ii) None.
Shared power to vote or to direct the vote

(iii) Holdings may be deemed to have shared power to vote or to direct the vote of 1,162,780 shares of common stock of the issuer, and CV VII may be deemed to have shared power to vote or direct the vote of 1,146,160 shares of common stock of the issuer.
Sole power to dispose or to direct the disposition of

(iv) None.
Shared power to dispose or to direct the disposition of

Holdings may be deemed to have shared power to dispose or to direct the disposition of 1,162,780 shares of common stock of the issuer, and CV VII may be deemed to have shared power to vote or direct the vote of 1,146,160 shares of common stock of the issuer.

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.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Incorporated by reference to Exhibit A to the Statement on Schedule 13G filed by the reporting persons on February 12, 2008.

Item 9. Notice of Dissolution of Group

Not Applicable.

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Item 10.

Not Applicable.

Certifications

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: February 9, 2010

CENTENNIAL HOLDINGS VII, LLC

By: /s/ Steven C. Halstedt
Steven C. Halstedt
Managing Director

CENTENNIAL VENTURES VII, L.P.

By: Centennial Holdings VII, LLC,
Its General Partner

By: /s/ Steven C. Halstedt
Steven C. Halstedt
Managing Director

EXHIBIT INDEX

Exhibit A	Identification of Filing Persons (incorporated by reference to Exhibit A to the Statement on Schedule 13G filed by the reporting persons on February 12, 2008).
Exhibit B	Joint Filing Agreement (incorporated by reference to Exhibit B to the Statement on Schedule 13G filed by the reporting persons on February 12, 2008).