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STAMPS COM INC
Form SC 13G/A
February 14, 2002

OMB APPROVAL

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

STAMPS.COM INC.
(Name of Issuer)

Common Stock

(Title of Class of Securities)

852857101

(CUSIP Number)

December 31, 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)

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.

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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).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP NO. 852857101

13G

Page 2 of 8 Pages

50303270.01

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Paul G. Allen

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

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0- shares

6 SHARED VOTING POWER

-0- shares

7 SOLE DISPOSITIVE POWER

-0- shares

8 SHARED DISPOSITIVE POWER

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-0- shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0- shares

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 852857101 13G Page 3 of 8 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Vulcan Ventures Incorporated

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Washington

5 SOLE VOTING POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-0- shares

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

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1 (a). Name of Issuer: Stamps.Com Inc.

Item 1 (b). Address of Issuer's Principal Executive Offices:

3420 Ocean Park Boulevard, Suite 1040
Santa Monica, CA 90405

Item 2 (a). Name of Person Filing: Paul G. Allen and Vulcan Ventures
Incorporated

Item 2 (b). Address of Principal Business Office or, if none, Residence:

505 Union Station, 505 Fifth Avenue South, Suite 900
Seattle, Washington 98104

Item 2 (c). Citizenship: Paul G. Allen is a citizen of the United States of
America. Vulcan Ventures Incorporated is a corporation organized under the laws
of the State of Washington.

Item 2 (d). Title of Class of Securities: Common Stock, par value \$0.001 per
share

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Item 2 (e). CUSIP Number: 852857101

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:

Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned: -0- shares

(b) Percent of Class: 0%

(c) Number of Shares as to which Such Person has:

(i)	sole power to vote or to direct the vote	-0- shares
(ii)	shared power to vote or to direct the vote	-0- shares
(iii)	sole power to dispose or to direct the disposition of	-0- shares
(iv)	shared power to dispose or to direct the disposition of	-0- shares

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].

Page 4 of 8

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

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

Not applicable.

Page 5 of 8

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SIGNATURES

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.

VULCAN VENTURES INCORPORATED

February 11, 2002 By: /s/ William D. Savoy

 William D. Savoy, Vice President

February 11, 2002 *

 Paul G. Allen

*By: /s/ William D. Savoy

William D. Savoy as Attorney-in Fact for Paul G. Allen pursuant to a Power of Attorney filed on August 30, 1999, with the Schedule 13G of Vulcan Ventures Incorporated and Paul G. Allen for Pathogenesis, Inc. and incorporated herein by reference.

EXHIBIT INDEX

Exhibit	Description
99.1	Joint Filing Agreement

EXHIBIT 99.1

Joint Filing Agreement

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We, the signatories of the statement to which this Joint Filing Agreement is attached, hereby agree that such statement is filed, and any amendments thereto filed by either or both of us will be filed, on behalf of each of us.

Dated: February 11, 2002.

VULCAN VENTURES INCORPORATED

By: /s/ William D. Savoy

William D. Savoy, Vice President

*

Paul G. Allen

*By: /s/ William D. Savoy

William D. Savoy as Attorney-in Fact for Paul G. Allen pursuant to a Power of Attorney filed on August 30, 1999, with the Schedule 13G of Vulcan Ventures Incorporated and Paul G. Allen for Pathogenesis, Inc. and incorporated herein by reference.