

Edgar Filing: BREAKAWAY SOLUTIONS INC - Form 4

BREAKAWAY SOLUTIONS INC

Form 4

May 08, 2001

FORM 4

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

OMB APPROVAL
OMB Number 3235-0287
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

SCP Private Equity Partners II, L.P.

(Last) (First) (MI)

435 Devon Park Drive, Building 300

(Street)

Wayne, PA 19087

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Breakaway Solutions, Inc. (BWAY)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year 4/2001 | 5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

[] Director [X] 10% Owner
[] Officer [] Other (specify below)

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(give title below)

7. Individual or Joint/Group Reporting (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)	3. Transaction Code (Instr. 8)	4. Security of (Instr. 7)

1. Title of Security (Instr. 3)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 7)

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
SEC 2270 (7-96)

FORM 4 (continued)

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

1. Title of Derivative Security	2. Conversion or	3. Transaction Date	4. Transaction

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(Instr. 3)	Exercise Price of Derivative Security	(Month/Day/Year)	Code 8)
Warrant to Purchase Common Stock	(FN1)	04/06/01	P
Series A Preferred Stock	(FN1)	04/06/01	P

1. Title of Derivative Security (Instr. 3)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security (Instr. 3)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant to Purchase Common Stock	Presently	04/06/11	Common Stock	28,571,429
Series A Preferred Stock	Presently	None	Common Stock	21,428,600

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1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
Warrant to Purchase Common Stock	(FN1)	(FN1)
Series A Preferred Stock	214,286	(FN1)

Explanation of Responses:

(FN1) On April 6, 2001, the Issuer issued to SCP Private Equity Partners II, L.P. ("SCP") (i) a warrant to purchase up to 28,571,429 shares of the Issuer's Common Stock (the "Warrant"), and (ii) 214,286 shares of the Issuer's Series A Preferred Stock, \$.0001 par value (the "Series A Preferred"). The initial exercise price of the Warrant and the number of shares of Common Stock underlying the Warrant are subject to adjustment upon certain events as set forth in the Warrant. Each share of Series A Preferred is initially convertible into 100 shares of common stock of the Issuer, subject to increase for dividends and dilutive issuances as set forth in the Issuer's Designation of the Series A Preferred Stock. For purposes of Section 16 reporting, SCP is deemed to be a direct beneficial owner of the derivative securities of the Issuer disclosed herein. SCP Private Equity II, LLC (the "Manager") is deemed to be an indirect beneficial owner of the derivative securities of the Issuer disclosed herein because of a contractual agreement with SCP which grants the Manager the power to make voting and investment decisions regarding the securities held by SCP.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Wayne B. Weisman May 7, 2001

 ** Signature of Reporting Person Date
 Name: Wayne B. Weisman
 Title: A Manager of SCP Private Equity II, LLC,

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the Manager of SCP Private Equity II
General Partner, L.P., the General
Partner of the Reporting Person

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

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 number.

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Joint Filer Information

Name: SCP Private Equity II, LLC

Address: 435 Devon Park Drive, Building 300
Wayne, Pennsylvania 19087

Designated Filer: SCP Private Equity Partners II, L.P.

Issuer & Ticker Symbol: Breakaway Solutions, Inc. (BWAY)

Date of Event Requiring Statement: April 6, 2001

Signature: By: /s/ Wayne B. Weisman

Name: Wayne B. Weisman

Title: Manager

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