DIGITAL IMPACT INC /DE/ Form SC 13G/A February 05, 2004

OMB APPROVAL

OMB Number: 3235-0145

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hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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SCHEDULE 13G (Amendment No. 1)\*

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

Digital Impact, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

25385G106

(CUSIP Number)

December 31, 2003

(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)

|X| 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).

Page 1 of 18 pages

CUSIP	No. 253850	G106	Page	2 of 18 P	ages
1	NAMES OF F		IG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Institutio	nal Ver	ture Partners VIII, L.P.		
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*	(a)	_   X
3	SEC USE ON	ILY			
4	CITIZENSHI	P OR PI	ACE OF ORGANIZATION		
	California	l			
		5	SOLE VOTING POWER		
			2,360,032		
	BER OF	6	SHARED VOTING POWER		
BENEF	SHARES BENEFICIALLY		0		
OWNED BY EACH		7	SOLE DISPOSITIVE POWER		
PEF	REPORTING PERSON		2,360,032		
W	ITH	8	SHARED DISPOSITIVE POWER		
			0		
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,360,032				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN	SHARES*	
	1_1				
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	7.2%				
12	TYPE OF RE	PORTING	G PERSON*		
	PN				
		. — — — — — ,	SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIP	No. 253850	3106	Page	3 of 18 P	ages
1	NAMES OF F		IG PERSONS		

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

<sup>2</sup> 

	IVM Invest	tment F	and VIII, LLC		
2	CHECK THE	APPROP:	RIATE BOX IF A MEMBER OF A GROUP*	(a) (b)	. — .
3	SEC USE ON	NLY			
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION		
	California	a.			
		5	SOLE VOTING POWER		
			33,198		
SH.	BER OF ARES ICIALLY	6	SHARED VOTING POWER		
OWN	ED BY	7			
REP	ACH ORTING	7	SOLE DISPOSITIVE POWER		
	RSON ITH		33,198		
		8	SHARED DISPOSITIVE POWER		
			0		
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	33,198				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	ARES*	
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	0.1%	021100	XX2.1202.122 21 1230112 21 13011 (0)		
12	TYPE OF RE		G PERSON*		
	00				
			*SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIP	No. 253850	G106	Page 4 of	18 E	ages?
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	IVP Founde	ers Fun			
2	CHECK THE	APPROP:	RIATE BOX IF A MEMBER OF A GROUP*		_   X
3	SEC USE ON	 1LY			

4	CITIZENSH	IP OR PI	LACE OF ORGANIZATION			
	Californi	a				
		5	SOLE VOTING POWER			
			35,172			
	IBER OF	6	SHARED VOTING POWER			
BENEF	IARES 'ICIALLY		0			
E	IED BY LACH	7	SOLE DISPOSITIVE POWER			
PE	PORTING ERSON		35,172			
V	WITH	8	SHARED DISPOSITIVE POWER			
			0			
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON		
	35 <b>,</b> 172					
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN	SHARES*	
	1_1					
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)			
	0.1%					
12	TYPE OF R	EPORTING	G PERSON*			
	PN					
			SEE INSTRUCTION BEFORE FILLING OUT!			
CUSIE	No. 25385	G106		_	5 of 18	_
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES			
	Samuel D.	Colella	1			
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*		(-)	
					(a) (b)	_   X
3	SEC USE O					
 4	CITIZENSH	 TP OR PI				
	United St					
			SOLE MOTING DOMED			

			9,233		
	MBER OF	6	SHARED VOTING POWER		
BENEE	HARES FICIALLY		2,428,402		
OWNED BY EACH REPORTING		7	SOLE DISPOSITIVE POWER		
PE	REPORTING PERSON WITH		9,233		
V	VITH	8	SHARED DISPOSITIVE POWER		
			2,428,402		
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,437,635				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	ARES*	
	1_1				
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	7.4%				
12	TYPE OF RE	PORTIN	G PERSON*		
	IN				
			*SEE INSTRUCTION BEFORE FILLING OUT!		
CUSTE	P No. 25385G	106	Page 6 o:	f 18 P	ages
1	NAMES OF R				
			ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Reid W. De	nnis 			
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a)	1_1
				(b)	X
3	SEC USE ON	LY			
4	CITIZENSHI	P OR P	LACE OF ORGANIZATION		
	United Sta	tes			
		5	SOLE VOTING POWER		
			3,624		
	MBER OF	6	SHARED VOTING POWER		
	FICIALLY		2,428,402		
NWO	NED BY				

P	PORTING ERSON		3,624				
	WITH	8	SHARED DISPOSITIVE POWER				
			2,428,402				
 9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PE	 RSON			
	2,432,026	5					
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE	 RTAIN SHARES*			
	1_1						
 11	PERCENT C	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)				
	7.4%						
12	TYPE OF R	EPORTIN	G PERSON*				
	IN						
			*SEE INSTRUCTION BEFORE FILLING OUT!				
CUSI	P No. 25385	G106	1	Page 7 of 18 Pag			
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ON	 LY)			
	R. Thomas	: Dyal					
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*				
				(a)   <sub>.</sub> (b)  :			
3	SEC USE C	NLY					
4	CITIZENSH		LACE OF ORGANIZATION				
	United St	ates					
		5	SOLE VOTING POWER				
			0				
	MBER OF	6					
BENE	FICIALLY NED BY		2,393,230				
	EACH PORTING	7	SOLE DISPOSITIVE POWER				
P	ERSON		0				
WITH		8	SHARED DISPOSITIVE POWER				

	2,393,230		
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	1_1		
11	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	7.3%		
12	TYPE OF R	EPORTING	G PERSON*
	IN		
		 *	SEE INSTRUCTION BEFORE FILLING OUT!
~	05005	~1.0.C	
CUSI	P No. 25385		Page 8 of 18 Pages
1	NAMES OF I.R.S. ID		IG PERSONS LTION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Timothy M	. Haley	
2	CHECK THE	APPROPF	RIATE BOX IF A MEMBER OF A GROUP*
			(a)  _  (b)  X
3	SEC USE O	 NLY	
4	 CITIZENSH	 IP OR PI	ACE OF ORGANIZATION
	Unites St	ates	
		 5	SOLE VOTING POWER
			1,335
NU.	MBER OF	6	SHARED VOTING POWER
_	HARES FICIALLY		2,393,230
	NED BY EACH	7	SOLE DISPOSITIVE POWER
	PORTING ERSON		1,335
	WITH	8	SHARED DISPOSITIVE POWER
			2,393,230
 9	AGGREGATF	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,394,565		
 10			AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	_		THE TAXABLE PROPERTY OF THE PARTY OF THE PAR
 1 1		F CLASS	REPRESENTED BY AMOUNT IN ROW (9)
<del>1</del> 1	T DIVODIAT O	т спиоо	MILMODRIDO DI AMOUNI IN NOW (3)

	7.3%				
12	TYPE OF RE	EPORTING	G PERSON*		
	IN				
			*SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIF	No. 253850	G106	Page 9 c	f 18 P	ages
1	NAMES OF F		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	Ruthann Qu	uindlen			
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP*		_   X
3	SEC USE ON	NLY			
4	CITIZENSH	IP OR PI	LACE OF ORGANIZATION		
	United Sta	ates			
		5	SOLE VOTING POWER		
			22,383		
	MBER OF	6	SHARED VOTING POWER		
BENEF	HARES CICIALLY		2,428,402		
E	NED BY CACH PORTING	7	SOLE DISPOSITIVE POWER		
	RSON VITH		22,383		
		8	SHARED DISPOSITIVE POWER		
			2,428,402		
9		AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,450,785				
10		IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	ARES*	
	_  				
11		CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	7.4%				
12	TYPE OF RE	SPORTIN(	5 PERSON*		
	IN 				

CUSIP	No. 25385G	106		Page	10	of 18	B P	ages
1	NAMES OF R I.R.S. IDE	NTIFIC	ATION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
2	CHECK THE	APPROP:	RIATE BOX IF A MEMBER OF A GROUP*				ı) >)	_   X
3	SEC USE ON	LY						
4	CITIZENSHI	P OR P	LACE OF ORGANIZATION					
	United Sta	tes						
		5	SOLE VOTING POWER					
			1,801					
	BER OF	6	SHARED VOTING POWER					
BENEF	SHARES BENEFICIALLY OWNED BY EACH 7 REPORTING PERSON WITH 8		2,393,230					
E			SOLE DISPOSITIVE POWER					
PE			1,801					
vv			SHARED DISPOSITIVE POWER					
			2,393,230					
9	AGGREGATE .	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	1			
	2,395,031							
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTA	IN S	HARES	;*	
	_							
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)					
	7.3%							
12	TYPE OF RE	PORTIN						
	IN							
			*SEE INSTRUCTION BEFORE FILLING OUT!					
CUSIP	No. 25385G			Page		of 18	P i	ages
1	NAMES OF R	EPORTI	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES					
	L. James S	trand						

2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*				_   X
3	SEC USE ON	NLY					
4	CITIZENSH	IP OR P	LACE OF ORGANIZATION				
	United Sta	ates					
		5	SOLE VOTING POWER				
			6,315				
NUM	BER OF	6	SHARED VOTING POWER				
	ARES ICIALLY		2,428,402				
	ED BY ACH	7	SOLE DISPOSITIVE POWER				
	ORTING RSON		6,315				
W	ITH	8	SHARED DISPOSITIVE POWER				
			2,428,402				
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	 i		
	2,434,717						
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAI	N SHA	RES*	
	1_1						
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)				
	7.4%						
12	TYPE OF RE	EPORTIN	G PERSON*				
	IN						
			*SEE INSTRUCTION BEFORE FILLING OUT!				
CUSIP	No. 253850	G106 		Page	12 of	18	Pages
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	William P	. Tai					
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*				_   X
3	SEC USE ON	 NLY					

4	CITIZENSHI	P OR PI	LACE OF ORGANIZATION	
	United Sta	tes		
		5	SOLE VOTING POWER	
			5,146	
	MBER OF	6	SHARED VOTING POWER	
BENE	HARES FICIALLY		2,393,230	
1	OWNED BY EACH		SOLE DISPOSITIVE POWER	
P	PORTING ERSON		5,146	
	WITH	8	SHARED DISPOSITIVE POWER	
			2,393,230	
9	AGGREGATE .	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	
	2,398,376			
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES	CERTAIN SHARES*
	1_1			
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	7.3%			
12	TYPE OF RE	PORTING	G PERSON*	
	IN			
		<del>-</del>	*SEE INSTRUCTION BEFORE FILLING OUT!	
CUSI	P No. 25385G			Page 13 of 18 Page
1	NAMES OF R	EPORTIN		ONLY)
	T. Peter T			
2	CHECK THE		RIATE BOX IF A MEMBER OF A GROUP*	
				(a)  _ (b)  X
3	SEC USE ON			
4			LACE OF ORGANIZATION	
	United Sta	tes		
		5	SOLE VOTING POWER	
			4,907	

	IBER OF IARES	6	SHARED VOTING POWER		
SHARES BENEFICIALLY OWNED BY EACH REPORTING			2,428,402		
EACH		7	SOLE DISPOSITIVE POWER		
PΕ	RSON		4,907		
VV	IIIH	8	SHARED DISPOSITIVE POWER		
			2,428,402		
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,433,309				
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	 ARES*	
	1_1				
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)		
	7.4%				
12	TYPE OF RE	PORTIN	G PERSON*		
	IN				
			*SEE INSTRUCTION BEFORE FILLING OUT!		
CUSIP	No. 25385G	106	Page 14 o	f 18 F	ages
CUSIP	NAMES OF R	EPORTI	Page 14 o	f 18 F	ages
	NAMES OF R	EPORTI	ING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	f 18 F	ages
	NAMES OF R I.R.S. IDE Geoffrey Y	EPORTI NTIFIC	ING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
1	NAMES OF R I.R.S. IDE Geoffrey Y	EPORTI NTIFIC	TING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	f 18 F	%ages
1	NAMES OF R I.R.S. IDE Geoffrey Y	EPORTI NTIFIC Yang	TING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	 (a)	
1  2	NAMES OF R I.R.S. IDE Geoffrey Y CHECK THE	EPORTI NTIFIC Yang	TING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	 (a)	
	NAMES OF R I.R.S. IDE Geoffrey Y CHECK THE	EPORTI NTIFIC Yang  APPROF	TING PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	 (a)	
	NAMES OF R I.R.S. IDE Geoffrey Y CHECK THE	EPORTI NTIFIC Yang APPROF	ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  PRIATE BOX IF A MEMBER OF A GROUP*	 (a)	
	NAMES OF R I.R.S. IDE Geoffrey Y CHECK THE SEC USE ON	EPORTI NTIFIC Yang APPROF	ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  PRIATE BOX IF A MEMBER OF A GROUP*	 (a)	
	NAMES OF R I.R.S. IDE Geoffrey Y CHECK THE SEC USE ON	EPORTI NTIFIC Yang APPROP LY	ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  PRIATE BOX IF A MEMBER OF A GROUP*  PLACE OF ORGANIZATION	 (a)	
1 2 3 4 NUM	NAMES OF R I.R.S. IDE  Geoffrey Y  CHECK THE  SEC USE ON  CITIZENSHI  United Sta	EPORTI NTIFIC Yang APPROP LY	ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  PRIATE BOX IF A MEMBER OF A GROUP*  PLACE OF ORGANIZATION  SOLE VOTING POWER	 (a)	
1 2 3 4 NUM SH BENEF	NAMES OF R I.R.S. IDE  Geoffrey Y CHECK THE  SEC USE ON CITIZENSHI United Sta	EPORTI NTIFIC Yang  APPROP LY P OR P	ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  PRIATE BOX IF A MEMBER OF A GROUP*  PLACE OF ORGANIZATION  SOLE VOTING POWER  6,519	 (a)	
1	NAMES OF R I.R.S. IDE  Geoffrey Y CHECK THE  SEC USE ON  CITIZENSHI  United Sta  United Sta  IBER OF LARES ICIALLY IED BY CACH	EPORTI NTIFIC Yang  APPROP LY P OR P	ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  PRIATE BOX IF A MEMBER OF A GROUP*  PLACE OF ORGANIZATION  SOLE VOTING POWER  6,519  SHARED VOTING POWER	 (a)	
1  2  3  NUM SH. BENEF OWN E REP	NAMES OF R I.R.S. IDE  Geoffrey Y CHECK THE  SEC USE ON  CITIZENSHI United Sta United Sta IDER OF LARES ICIALLY LED BY	EPORTI NTIFIC Yang  APPROP LY  DOR P	ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  PRIATE BOX IF A MEMBER OF A GROUP*  PLACE OF ORGANIZATION  SOLE VOTING POWER  6,519  SHARED VOTING POWER  2,428,402	 (a)	

WITH 8 SHARED DISPOSITIVE POWER 2,428,402 \_\_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,434,921 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 INSTRUCTION BEFORE FILLING OUT! CUSIP No. 25385G106 Page 15 of 18 Pages \_\_\_\_\_\_ Item 1. (a) Name of Issuer: Digital Impact, Inc. Address of Issuer's Principal Executive Offices: 177 Bovet Road, Suite 300, San Mateo, CA 94402 Item 2. (a) Name of Persons Filing: Institutional Venture Partners VIII, L.P. ("IVP") IVM Investment Fund VIII, LLC ("IF") IVP Founders Fund I, L.P. ("FFI") Samuel D. Colella ("SDC") Reid W. Dennis ("RWD") R. Thomas Dyal ("RTD") Timothy M. Haley ("TMH") Ruthann Quindlen ("RAQ") Rebecca B. Robertson ("RBR")

Institutional Venture Management VIII, LLC ("IVM") is the General Partner of IVP and the Manager of IF. SDC, RWD, RTD, TMH, RAQ, RBR, LJS, WPT, TPT, & GYY are Managing Directors of IVM. SDC, RWD, RAQ, LJS, TPT and GYY are General Partners of the General Partner of FFI.

(b) Address of Principal Business Office or, if None, Residence:

3000 Sand Hill Road Building 2, Suite 290

L. James Strand ("LJS")
William P. Tai ("WPT")
T. Peter Thomas ("TPT")
Geoffrey Y. Yang ("GYY")

Menlo Park, CA 94025

(c) Citizenship:

IVP, IF, and FFI: California SDC, RWD, RTD, TMH, RAQ, RBR, LJS, WPT, TPT, & GYY: United States

- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 25385G106

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check
 whether the person filing is a:

Not applicable

Item 4. Ownership

See Rows 5 through 11 of cover pages

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|. On January 6, 2004, IVP and IF distributed the balance of their shares to their beneficial owners and thereafter all reporting persons own less than five percent of the company's stock.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in IVP and IVM's Limited Partnership Agreements, the General Partners and Limited Partners of each of such funds have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer owned by each such fund.

CUSIP No. 25385G106 Page 16 of 18 Pages

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

By signing below I certify that, to the best of my knowledge and belief, the securities referral 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.

EXHIBITS

A: Joint Filing Statement

CUSIP No. 25385G106

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\_\_\_\_\_\_

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.

Date: February 4, 2004

Institutional Venture Partners VIII, L.P.

By its General Partner, Institutional Venture Management VIII, LLC

IVM INVESTMENT FUND viii, llc

By its Manager, Institutional Venture Management VIII, LLC

IVP Founders fund i, L.P.

By its General Partner, Institutional Venture Management VI, L.P.

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Ruthann Quindlen, Managing Director & General Partner

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Ruthann Quindlen

Samuel D. Colella
Reid W. Dennis
R. Thomas Dyal
Timothy M. Haley
Rebecca B. Robertson
L. James Strand
William P. Tai
T. Peter Thomas
Geoffrey Y. Yang

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Nancy E. McCroskey, Authorized Signer

CUSIP No. 25385G106

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EXHIBIT A

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(f)(1), we, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 4, 2004

Institutional Venture Partners VIII, L.P.

By its General Partner, Institutional Venture Management VIII, LLC

IVM INVESTMENT FUND viii, llc
By its Manager, Institutional Venture Management VIII, LLC

IVP Founders fund i, L.P.
By its General Partner, Institutional Venture Management VI, L.P.

Ruthann Quindlen, Managing Director & General Partner

Ruthann Quindlen

Samuel D. Colella
Reid W. Dennis
R. Thomas Dyal
Timothy M. Haley

\_\_\_\_\_

Rebecca B. Robertson L. James Strand William P. Tai T. Peter Thomas Geoffrey Y. Yang

Nancy E. McCroskey, Authorized Signer