

IPASS INC
Form SC 13G/A
February 11, 2005

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)*

iPass Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

46261V 10 8

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

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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 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).

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

1 **Cisco Systems, Inc.**
Tax ID Number: 77-0059951

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) ..
(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 **State of California**

NUMBER OF SOLE VOTING POWER

5 **2,000,000**

SHARES

SHARED VOTING POWER

6 **0**

BENEFICIALLY

SOLE DISPOSITIVE POWER

OWNED BY 7 **2,000,000**

SHARED DISPOSITIVE POWER

EACH

0

REPORTING 8

PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 **2,000,000**

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.2%¹

12 TYPE OF REPORTING PERSON
CO

¹ Based on 62,418,846 shares of the Issuer's common stock outstanding as of October 31, 2004, as reported by the Issuer in its quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 14, 2004.

Item 1(a) Name of Issuer:

iPass Inc.

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

3800 Bridge Parkway, Redwood Shores, California 94065

Item 2(a) Name of Person Filing:

Cisco Systems, Inc.

Item 2(b) Address of Principal Business Office or, If None, Residence

170 West Tasman Drive, San Jose, California 95134

Item 2(e) Citizenship:

State of California

Item 2(d) Title of Class of Securities:

Common Stock, \$0.001 par value per share

Item 2(e) CUSIP Number:

46261V 10 8

Item 3. Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable.

Item 4. Ownership

- (a) Amount Beneficially Owned: 2,000,000

- (b) Percent of Class: 3.2%¹

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or direct the vote: 2,000,000

 - (ii) shared power to vote or direct the vote: 0

 - (ii) sole power to dispose or to direct the disposition of: 2,000,000

 - (iv) shared power to dispose or to direct the disposition of: 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

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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 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

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

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 11, 2005

CISCO SYSTEMS, INC.

By: /s/ Betsy Rafael

Name: Betsy Rafael

Title: Vice President, Corporate Controller and

Principal Accounting Officer