

TRIDENT CAPITAL MANAGEMENT V LLC  
Form SC 13D/A  
February 09, 2005

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

-----  
SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 2)

EPICOR SOFTWARE CORPORATION

-----  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

-----  
(Title of Class of Securities)

29426L108

-----  
(CUSIP Number)

DONALD R. DIXON  
505 HAMILTON AVENUE, SUITE 200  
PALO ALTO, CA 94301  
TELEPHONE: (650) 289-4400

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 11, 2004

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\*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).

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SCHEDULE 13D

-----  
 CUSIP NO. 29426L108  
 -----

-----  
 NAMES OF REPORTING PERSONS  
 1 Trident Capital Management-V, L.L.C. ("TCMV") 77-0544011  
 -----

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |\_\_|  
 (b) |X|  
 -----

3 SEC USE ONLY  
 -----

4 SOURCE OF FUNDS\*  
 N/A  
 -----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2(D) OR 2(E) |\_\_|  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware, United States of America  
 -----

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY OWNED BY		1,681,600 (1)

EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		0 shares

	9	SOLE DISPOSITIVE POWER
		1,681,600 (1)

	10	SHARED DISPOSITIVE POWER
		0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,681,600 (1)  
 -----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES\* |\_\_|  
 -----

13 PERCENT OF CLASS REPRESENTED  
 3.3%  
 -----

14 TYPE OF REPORTING PERSON\*  
 -----

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PN

(1) Shares of convertible preferred stock.

SCHEDULE 13D

-----  
 CUSIP NO. 29426L108  
 -----

-----  
 1 NAMES OF REPORTING PERSONS  
 Trident Capital Fund-V, L.P. ("TCV") 77-0544013

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

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) |  |  
 (b) |  |  
 -----

3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS\*  
 N/A

-----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 ITEMS 2 (D) OR 2 (E) |  |  
 -----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware, United States of America

-----  
 NUMBER OF SOLE VOTING POWER  
 SHARES 7  
 BENEFICIALLY 1,506,440 (2)  
 OWNED BY

-----  
 EACH SHARED VOTING POWER  
 REPORTING 8  
 PERSON WITH 0 shares

-----  
 9 SOLE DISPOSITIVE POWER  
 1,506,440 (2)  
 -----

10 SHARED DISPOSITIVE POWER  
 0 shares

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,506,440 (2)

-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES\* |  |  
 -----

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13 PERCENT OF CLASS REPRESENTED  
2.9%

14 TYPE OF REPORTING PERSON\*  
PN

(2) Shares of convertible preferred stock.

SCHEDULE 13D

-----  
CUSIP NO. 29426L108  
-----

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NAMES OF REPORTING PERSONS  
1 Trident Capital Fund-V Affiliates Fund, L.P. ("TCVA") 77-0544015

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware, United States of America

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

8,755 (3)

8 SHARED VOTING POWER

0 shares

9 SOLE DISPOSITIVE POWER

8,755 (3)

10 SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,755 (3)

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED

Less than 1%

14 TYPE OF REPORTING PERSON\*

PN

(3) Shares of convertible preferred stock.

SCHEDULE 13D

-----  
CUSIP NO. 29426L108  
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-----  
NAMES OF REPORTING PERSONS  
Trident Capital Fund-V Affiliates Fund (Q), L.P. ("TCVAQ")  
77-0544014  
-----

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

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (D) OR 2 (E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States of America

-----  
NUMBER OF SHARES 7 SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH 8,347 (4)

REPORTING PERSON WITH 8 SHARED VOTING POWER  
0 shares

9 SOLE DISPOSITIVE POWER  
8,347 (4)

10 SHARED DISPOSITIVE POWER

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0 shares

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
8,347 (4)

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

-----

13 PERCENT OF CLASS REPRESENTED  
Less than 1%

-----

14 TYPE OF REPORTING PERSON\*  
PN

(4) Shares of convertible preferred stock.

SCHEDULE 13D

-----

CUSIP NO. 29426L108

-----

1 NAMES OF REPORTING PERSONS  
Trident Capital Fund-V Principals Fund, L.P. ("TCVP") 77-0544016

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

-----

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

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS\*  
N/A

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware, United States of America

-----

NUMBER OF SHARES	7	SOLE VOTING POWER
BENEFICIALLY OWNED BY	-----	43,607 (5)
EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
	-----	0 shares
		SOLE DISPOSITIVE POWER

-----

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9  
43,607 (5)  
-----  
SHARED DISPOSITIVE POWER  
10  
0 shares  
-----  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11  
43,607 (5)  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*   
-----  
PERCENT OF CLASS REPRESENTED  
13  
Less than 1%  
-----  
TYPE OF REPORTING PERSON\*  
14  
PN

(5) Shares of convertible preferred stock.

SCHEDULE 13D

-----  
CUSIP NO. 29426L108  
-----

-----  
1 NAMES OF REPORTING PERSONS  
Trident Capital Parallel Fund-V, C.V. ("TCPV") 77-0566626  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)   
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS\*  
N/A  
-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2 (D) OR 2 (E)   
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware, United States of America  
-----  
7 NUMBER OF SOLE VOTING POWER  
SHARES 114,451 (6)  
BENEFICIALLY OWNED BY  
EACH -----  
SHARED VOTING POWER

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	REPORTING PERSON WITH	8		0 shares
-----				
		9		SOLE DISPOSITIVE POWER
				114,451 (6)
-----				
		10		SHARED DISPOSITIVE POWER
				0 shares
-----				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
				114,451 (6)
-----				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*			<input type="checkbox"/>
-----				
13	PERCENT OF CLASS REPRESENTED			
				Less than 1%
-----				
14	TYPE OF REPORTING PERSON*			
				PN

(6) Shares of convertible preferred stock.

ITEM 1. SECURITY AND ISSUER

This statement on Schedule 13D relates to the Common Stock, par value \$0.001 per share ("Common Stock") of Epicor Software Corporation, a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 195 Technology Drive, Irvine, California 92718. The Common Stock is quoted on the Nasdaq National Market under the symbol "EPIC".

ITEM 2. IDENTITY AND BACKGROUND

The entities filing this statement are Trident Capital Management-V, L.L.C. ("TCMV"), Trident Capital Fund-V, L.P. ("TCV"), Trident Capital Fund-V Affiliates Fund, L.P. ("TCVA"), Trident Capital Fund-V Affiliates Fund (Q), L.P. ("TCVAQ"), Trident Capital Fund-V Principals Fund, L.P. ("TCVP") and Trident Capital Parallel Fund-V, C.V. ("TCPV", together with TCV, TCVA, TCVAQ and TCVP are collectively referred to herein as the "Trident Entities"). Trident Capital Management-V, L.L.C. serves as the sole general partner of TCV, TCVA, TCVAQ, TCVP and TCPV. TCV, TCVA, TCVAQ and TCVP are Delaware limited partnerships whose principal business is investing in various companies. TCPV, whose principal business is also investing in various companies, was organized under the laws of the Netherlands. The principal office of the Trident Entities is located at 505 Hamilton Avenue, Suite 200, Palo Alto, CA 94301.

During the last five years, the Trident Entities nor, to the best knowledge of the Trident Entities, any managing director of TCMV, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or



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been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he is or was subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

N/A

ITEM 4. PURPOSE OF TRANSACTION

N/A

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As of November 11, 2004, each reporting person ceased to be the beneficial owner of more than five percent of the Common Stock, \$0.001 par value per share, of the Company.

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this Statement is provided as of November 11, 2004:

OWNERSHIP/ POWER	TCMV	TCV	TCVA	TCVAQ	TCVP	TCPV
Beneficial Ownership	1,681,600	1,506,440	8,755	8,347	43,607	114,451
Percentage of Class	3.3%	2.9%	Less than 1%	Less than 1%	Less than 1%	Less than 1%
Sole Voting Power	1,681,600	1,506,440	8,755	8,347	43,607	114,451

OWNERSHIP/ POWER	TCMV	TCV	TCVA	TCVAQ	TCVP	TCPV
Shared Voting Power	0	0	0	0	0	0
Sole Dispositive Power	1,681,600	1,506,440	8,755	8,347	43,607	114,451
Shared Dispositive Power	0	0	0	0	0	0

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

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Exhibit A: Joint Filing Statement

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, 2005

Trident Capital Fund-V, L.P.  
Trident Capital Fund-V Affiliates Fund, L.P.  
Trident Capital Fund-V Affiliates Fund (Q), L.P.  
Trident Capital Fund-V Principals Fund, L.P.  
Trident Capital Parallel Fund-V, C.V.

Executed on behalf of the foregoing funds by the undersigned, as an authorized signatory of Trident Capital Management-V, L.L.C., which serves as the sole general partner of each such fund:

/s/ Donald R. Dixon  
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Exhibit A

Joint Filing Statement

I, the undersigned, hereby express my agreement that the attached Schedule 13D (or any amendments thereto) relating to the Common Stock of Epicor Software Corporation is filed on behalf of each of us.

Dated: February 9, 2005

Trident Capital Fund-V, L.P.  
Trident Capital Fund-V Affiliates Fund, L.P.  
Trident Capital Fund-V Affiliates Fund (Q), L.P.  
Trident Capital Fund-V Principals Fund, L.P.  
Trident Capital Parallel Fund-V, C.V.

Executed on behalf of the foregoing funds by the undersigned, as an authorized signatory of Trident Capital Management-V, L.L.C., which serves as the sole general partner of each such fund:

/s/ Donald R. Dixon  
-----