

ALIGN TECHNOLOGY INC
Form SC 13G
February 14, 2002

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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.)*

Align Technology, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

016255101

(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)

/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 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).

CUSIP NO. 016255101

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

**Kleiner Perkins Caufield & Byers VIII, L.P., a California
limited partnership ("KPCB VIII") 77-0431351**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) // (b) /x/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California limited partnership

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

4,637,497

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,637,497

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,637,497

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

//

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

9.7%

12 TYPE OF REPORTING PERSON

PN

2

CUSIP NO. 016255101

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

**KPCB VIII Associates, L.P., a California limited partnership
("KPCB VIII Associates") 94-3240818**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) //
(b) /x/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California limited partnership

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

4,909,352 shares of which 4,637,497 are directly held by KPCB VIII and 271,855 shares are directly held by KPCB VIII Founders Fund, L.P., a California limited partnership ("KPCB VIII FF"). KPCB VIII Associates is the general partner of KPCB VIII and KPCB VIII FF.

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,909,352 shares of which 4,637,497 are directly held by KPCB VIII and 271,855 shares are directly held by KPCB VIII FF. KPCB VIII Associates is the general partner of KPCB VIII and KPCB VIII FF.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,909,352

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

//

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

10.3%

12 TYPE OF REPORTING PERSON

PN

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CUSIP NO. 016255101

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Joseph S. Lacob

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) //
(b) /x/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

267,469 shares of which 60,000 shares are held through vested options (exercisable within 60 days).

6 SHARED VOTING POWER

5,111,766 shares of which 4,637,497 are directly held by KPCB VIII, 271,855 shares are directly held by KPCB VIII FF, and 202,414 shares are directly held by KPCB Life Sciences Zaibatsu Fund II, L.P., a California limited partnership ("KPCB ZF II"). Mr. Lacob is a general partner of KPCB VIII Associates and KPCB VII Associates, L.P., a California limited partnership ("KPCB VII Associates"), the general partner of KPCB ZF II. Mr. Lacob disclaims beneficial ownership of the shares held directly by KPCB VIII, KPCB VIII FF, and KPCB ZF II.

7 SOLE DISPOSITIVE POWER

267,469 shares of which 60,000 shares are held through vested options (exercisable within 60 days).

8 SHARED DISPOSITIVE POWER

5,111,766 shares of which 4,637,497 are directly held by KPCB VIII, 271,855 shares are directly held by KPCB VIII FF, and 202,414 shares are directly held by KPCB ZF II. Mr. Lacob is a general partner of KPCB VIII Associates and KPCB VII Associates, the general partner of KPCB ZF II. Mr. Lacob disclaims beneficial ownership of the shares held directly by KPCB VIII, KPCB VIII FF, and KPCB ZF II

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,379,235

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

//

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

11.23%

12 TYPE OF REPORTING PERSON

IN

4

Item 1

(a) **Name of Issuer:**

Align Technology, Inc.

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

851 Martin Avenue
Santa Clara, CA 95050

Item 2

(a) **Name of Person Filing:**

Kleiner Perkins Caufield & Byers VIII, L.P., a California limited partnership
KPCB VIII Associates, L.P., a California limited partnership
Joseph S. Lacob

(b) **Address of Principal Business Office:**

c/o Kleiner Perkins Caufield & Byers
2750 Sand Hill Road, Menlo Park, California 94025

(c) **Citizenship:**

The entities listed in 2(a) are California limited partnerships. The individual listed in 2(a) is a United States citizen.

(d) **Title of Class of Securities:**

Common Stock

(e) **CUSIP Number:**

016255101

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 5-11 of cover pages hereto.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

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

Under certain circumstances set forth in the limited partnership agreements of KPCB VIII, KPCB VIII FF and KPCB ZF II, the general and limited partners of such entities may have the right to receive dividends on, or the proceeds from the sale of the securities of Align Technology, Inc. held by, such entity. No such partner's rights relate to more than five percent of the class.

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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.

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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.

Date: February 14, 2002

JOSEPH S. LACOB

KPCB VIII ASSOCIATES, L.P., A CALIFORNIA LIMITED PARTNERSHIP

Signature: /s/ Susan Biglieri

Signature: /s/ Brook H. Byers

Susan Biglieri
Attorney-in-Fact

Brook H. Byers
A General Partner

KLEINER PERKINS CAUFIELD & BYERS VIII, L.P.,
A CALIFORNIA LIMITED PARTNERSHIP

By: KPCB VIII Associates, L.P., a California Limited Partnership, its
General Partner

Signature: /s/ Brook H. Byers

Brook H. Byers
A General Partner

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Act the statement dated February 14, 2002, containing the information required by Schedule 13G, for the securities of Align Technology, Inc., held by Kleiner Perkins Caufield & Byers VIII, L.P., a California limited partnership, and with respect to the general partners, such other holdings as may be reported therein.

Date: February 14, 2002

JOSEPH S. LACOB

KPCB VIII ASSOCIATES, L.P., A CALIFORNIA LIMITED PARTNERSHIP

Signature: /s/ Susan Biglieri

Susan Biglieri
Attorney-in-Fact

Signature: /s/ Brook H. Byers

Brook H. Byers
A General Partner

KLEINER PERKINS CAUFIELD & BYERS VIII, L.P.,
A CALIFORNIA LIMITED PARTNERSHIP

By: KPCB VIII Associates, L.P., a California Limited Partnership, its
General Partner

Signature: /s/ Brook H. Byers

Brook H. Byers
A General Partner

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SIGNATURES

EXHIBIT A Agreement of Joint Filing