

DemandTec, Inc.
Form SC 13G
February 12, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

DemandTec, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
24802R 50 6
(CUSIP Number)
12/31/09
(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)
- 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).

CUSIP No. 24802R 50 6

1 NAMES OF REPORTING PERSONS
Crosspoint Venture Partners 2000, LP, a California Limited Partnership (CVP 2000)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		621,846
OWNED BY		

	7	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING		
PERSON		

WITH:	8	SHARED DISPOSITIVE POWER
		621,846

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
621,846

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

o

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

2.13%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 24802R 50 6

1 NAMES OF REPORTING PERSONS
Crosspoint Venture Partners 2000 Q, LP, a California Limited Partnership (CVP 2000 Q)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF -0-

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 5,401,449

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH: 5,401,449

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,401,449

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

o

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

18.54%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 24802R 50 6

1 NAMES OF REPORTING PERSONS

Crosspoint Associates 2000, LLC, a California limited liability company (CA 2000)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2**
 (a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
 BENEFICIALLY

6

OWNED BY

6,023,295 shares, of which 621,846 shares are directly held by CVP 2000 and 5,401,449 shares are directly held by CVP 2000 Q. CA 2000 is the general partner of CVP 2000 and CVP 2000 Q.

SOLE DISPOSITIVE POWER

7

EACH
 REPORTING
 PERSON

-0-

WITH:

SHARED DISPOSITIVE POWER

8

6,023,295 shares, of which 621,846 shares are directly held by CVP 2000 and 5,401,449 shares are directly held by CVP 2000 Q. CA 2000 is the general partner of CVP 2000 and CVP 2000 Q.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,023,295

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

20.67%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

PN

CUSIP No. 24802R 50 6

1 NAMES OF REPORTING PERSONS

James A. Dorrian

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- 2**
- (a)
 - (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States citizen

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY

6

6,024,604 shares, of which 621,846 shares are directly held by CVP 2000, 5,401,449 shares are directly held by CVP 2000 Q and 1,309 shares are directly held by Mr. Dorrian. CA 2000 is the general partner of CVP 2000 and CVP 2000 Q. Mr. Dorrian is a managing member of CA 2000. Mr. Dorrian disclaims beneficial ownership of the shares held directly by CVP 2000 and CVP 2000 Q.

OWNED BY

SOLE DISPOSITIVE POWER

EACH
REPORTING
PERSON **7**

-0-

WITH: **8** SHARED DISPOSITIVE POWER

6,024,604 shares, of which 621,846 shares are directly held by CVP 2000, 5,401,449 shares are directly held by CVP 2000 Q and 1,309 shares are directly held by Mr. Dorrian. CA 2000 is the general partner of CVP 2000 and CVP 2000 Q. Mr. Dorrian is a managing

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member of CA 2000. Mr. Dorrian disclaims beneficial ownership of the shares held directly by CVP 2000 and CVP 2000 Q.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

6,024,604

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

20.68%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

IN

CUSIP No. 24802R 50 6

Item 1(a) Name of Issuer:

DemandTec, Inc.

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

One Circle Star Way, Suite 200
San Carlos, CA 94070

Item 2(a) Name of Person Filing:

Crosspoint Venture Partners 2000, LP
Crosspoint Venture Partners 2000 Q, LP
Crosspoint Associates 2000, LLC
James A. Dorrian

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

2925 Woodside Road
Woodside, CA 94062

Item 2(c) Citizenship:

The entities listed in Item 2(a) are California Limited Partnerships and California Limited Liability Companies. The individual listed in Item 2(a) is a United States citizen.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

24802R 50 6

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check whether the Person Filing is:

Not applicable.

Item 4. Ownership.

See Items 5-11 of cover sheets hereto

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 ". Not Applicable

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

Not Applicable

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. Certifications.

Not Applicable

CUSIP No. 24802R 50 6

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Page 7 of 9

CUSIP No. 24802R 50 6

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 5, 2010

James A Dorrian

Signature /s/ Dede Barsotti
Dede Barsotti,
Attorney-in-Fact

CROSSPOINT ASSOCIATES 2000, LLC, A
CALIFORNIA LIMITED LIABILITY
COMPANY

Signature /s/ Dede Barsotti
Dede Barsotti, Attorney-in-Fact

CROSSPOINT VENTURE PARTNERS 2000, LP,
A
CALIFORNIA LIMITED PARTNERSHIP
CROSSPOINT VENTURE PARTNERS 2000 Q,
LP, A
CALIFORNIA LIMITED PARTNERSHIP

By: Crosspoint Associates 2000, LLC, a
California Limited Liability Company, its
General Partner

Signature /s/ Dede Barsotti
Dede Barsotti, Attorney-in-Fact

CUSIP No. 24802R 50 6

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 5, 2010 containing the information required by Schedule 13G, for the securities of DemandTec, Inc., held by Crosspoint Venture Partners 2000, LP and Crosspoint Venture Partners 2000 Q, LP, each a California limited partnership, and with respect to the general partners, such other holdings as may be reported therein.

James A Dorrian

Signature /s/ Dede Barsotti
Dede Barsotti,
Attorney-in-Fact

CROSSPOINT ASSOCIATES 2000, LLC, A
CALIFORNIA LIMITED LIABILITY
COMPANY

Signature /s/ Dede Barsotti
Dede Barsotti, Attorney-in-Fact

CROSSPOINT VENTURE PARTNERS 2000, LP,
A
CALIFORNIA LIMITED PARTNERSHIP
CROSSPOINT VENTURE PARTNERS 2000 Q,
LP, A
CALIFORNIA LIMITED PARTNERSHIP

By: Crosspoint Associates 2000, LLC, a
California Limited Liability Company, its
General Partner

Signature /s/ Dede Barsotti
Dede Barsotti, Attorney-in-Fact