

Edgar Filing: PLANETOUT INC - Form SC 13G/A

PLANETOUT INC
Form SC 13G/A
February 12, 2009

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

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)

PlanetOut Inc.
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

727058208
(CUSIP Number)

December 31, 2008
(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. 727058208

1. Names of Reporting Person

Allen & Company LLC

2. Check the Appropriate Box if a Member Of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

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Delaware, United States

5. Sole Voting Power: 0
- Number of
Shares Beneficially
Owned by
Each Reporting
Person With
6. Shared Voting Power: 156,593 (including 52,500 shares
underlying warrants)
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 156,593 (including 52,500 shares
underlying warrants)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
156,593 (including 52,500 shares underlying warrants)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
3.8%
12. Type of Reporting Person
BD

CUSIP No. 727058208

1. Names of Reporting Person
Allen SBH II, LLC
2. Check the Appropriate Box if a Member Of a Group
 (a)
 (b)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware, United States
5. Sole Voting Power: 0
- Number of
Shares Beneficially
Owned by
Each Reporting
Person With
6. Shared Voting Power: 52,045
7. Sole Dispositive Power: 0
8. Shared Dispositive Power: 52,045
9. Aggregate Amount Beneficially Owned by Each Reporting Person
52,045

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- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11. Percent of Class Represented by Amount in Row (9)
1.3%
- 12. Type of Reporting Person
OO

CUSIP No. 727058208

- 1. Names of Reporting Person
MBOGO Inc.
- 2. Check the Appropriate Box if a Member Of a Group
 (a)
 (b)
- 3. SEC Use Only
- 4. Citizenship or Place of Organization
Delaware, United States
- 5. Sole Voting Power: 0
- 6. Shared Voting Power: 259
- 7. Sole Dispositive Power: 0
- 8. Shared Dispositive Power: 259
- 9. Aggregate Amount Beneficially Owned by Each Reporting Person
259
- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
- 11. Percent of Class Represented by Amount in Row (9)
0.006%
- 12. Type of Reporting Person
CO

CUSIP No. 727058208

- 1. Names of Reporting Person

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Allen III, Herbert A.

2. Check the Appropriate Box if a Member Of a Group
- [] (a)
[X] (b)
3. SEC Use Only
4. Citizenship or Place of Organization
- United States
5. Sole Voting Power: 5,743
- Number of
Shares Beneficially
Owned by
Each Reporting
Person With
6. Shared Voting Power: 228,689 (includes 52,500 shares
underlying warrants and 19,792 shares held by certain
individual accounts)
7. Sole Dispositive Power: 5,743
8. Shared Dispositive Power: 228,689 (includes 52,500
shares underlying warrants and 19,792 shares held by
certain individual accounts)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
- 234,432
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9)
- 5.7%
12. Type of Reporting Person
- IN

Item 1. (a) Issuer: PlanetOut Inc. ("Issuer")

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

1355 Sansome Street
San Francisco, CA 94111

Item 2. (a) Name of Person Filing:

- (i) Allen & Company LLC
(ii) Allen SBH II, LLC
(iii) MBOGO Inc.
(iv) Herbert A. Allen III

(b) Address of Principal Business Offices or, If None, Residence:

- (i) 711 Fifth Avenue, New York, NY 10022

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- (ii) 711 Fifth Avenue, New York, NY 10022
- (iii) 711 Fifth Avenue, New York, NY 10022
- (iv) 711 Fifth Avenue, New York, NY 10022

(c) Citizenship:

- (i) Delaware
- (ii) Delaware
- (iii) Delaware
- (iv) United States

(d) Title of Class of Securities
Common Stock, Par Value \$0.001 Per Share

(e) CUSIP Number: 727058208

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

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with ss.240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with ss.240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

- (a) Amount beneficially owned:
234,432 (including 52,500 shares underlying warrants)*
- (b) Percent of class:
5.7%
- (c) Number of shares as to which such person has:

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- (i) Sole power to direct the vote: 5,743
- (ii) Shared power to direct the vote: 228,689 (including 52,500 shares underlying warrants and 19,792 shares held by certain individual accounts)*
- (iii) Sole power to dispose or direct the disposition of: 5,743
- (iv) Shared power to dispose or direct the disposition of: 228,689 (including 52,500 shares underlying warrants and 19,792 shares held by certain individual accounts)*

* The number of shares reported hereby excludes approximately 79,440 shares (including 22,500 shares underlying warrants) that, to the Reporting Persons' knowledge, are held by certain officers and employees of Allen & Company LLC, and their related parties. The Reporting Persons disclaim beneficial ownership of all shares held by such officers, employees and related parties.

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 5 percent of the class of securities, check the following

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

Herbert A. Allen III, as President of Allen & Company LLC, as President of Allen SBH II, LLC and as President of MBOGO Inc. may be deemed to be a member of a group with such entities and to beneficially own the shares held directly by each of such entities. Mr. Allen and such entities disclaim that Mr. Allen and such entities constitute a group for purposes of Rule 13d-5 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Further, Mr. Allen disclaims beneficial ownership of the shares of the Issuer's common stock held by such entities except to the extent of his pecuniary interest therein. Mr. Allen holds dispositive power over 19,792 shares held by certain of his family members but disclaims beneficial ownership of the securities reported to be held by such family members. The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 1, pursuant to which the Reporting Persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) under the Exchange Act.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

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

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 11, 2009

Allen & Company LLC

By: /s/ Kim M. Wieland

Name: Kim M. Wieland

Title: Chief Financial Officer

Allen SBH II, LLC

By: /s/ Kim M. Wieland

Name: Kim M. Wieland

Title: Chief Financial Officer

MBOGO Inc.

By: /s/ Herbert A. Allen III

Name: Herbert A. Allen III

Title: President

By: /s/ Herbert A. Allen III

Name: Herbert A. Allen III

CUSIP NO: 727058208

Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to 234,432 shares of Common Stock of PlanetOut Inc. and further agree that this Joint Filing Agreement shall be included as an exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided, however, that no party is responsible for the

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completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the parties have executed this Joint Filing Agreement on February 11, 2009.

Allen & Company LLC

By: /s/ Kim M. Wieland

Name: Kim M. Wieland
Title: Chief Financial Officer

Allen SBH II, LLC

By: /s/ Kim M. Wieland

Name: Kim M. Wieland
Title: Chief Financial Officer

MBOGO Inc.

By: /s/ Herbert A. Allen III

Name: Herbert A. Allen III
Title: President

By: /s/ Herbert A. Allen III

Name: Herbert A. Allen III