

IPASS INC  
Form SC 13G  
February 12, 2004

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OMB APPROVAL

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OMB Number: 3235-0145

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Expires: December 31, 2005

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Estimated average burden  
hours per response . . . 11

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c) and (d) and Amendments  
Thereeto Filed Pursuant to Rule 13d-2**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_)\***

iPass Inc.

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(Name of Issuer)

Common stock, \$0.001 par value per share

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(Title of Class of Securities)

46261V108

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(CUSIP Number)

December 31, 2003

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(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.

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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).

1 Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Cisco Systems, Inc.

Tax ID Number: 77-0059951

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization

State of California

5 Sole Voting Power

NUMBER OF 3,424,658

SHARES 6 Shared Voting Power

BENEFICIALLY

OWNED BY 0

EACH 7 Sole Dispositive Power

REPORTING

PERSON 3,424,658

WITH 8 Shared Dispositive Power

0

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9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,424,658

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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)

5.66%

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12 Type of Reporting Person

CO

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**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(c)** 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: 46261V108**Item 3.** Statement Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c):

Not applicable

**Item 4.** Ownership.

The following information with respect to the ownership of the Common Stock of the Issuer by the Person filing this Statement is provided as of December 31, 2003

- (a) Amount beneficially owned: 3,424,658
- (b) Percent of class: 5.66%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 3,424,658
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 3,424,658.
  - (iv) Shared power to dispose or to direct the disposition of: 0

**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

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.** Certification.

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 12, 2004

**CISCO SYSTEMS, INC.**

By:           /s/           Dennis D. Powell

Name: Dennis D. Powell

Title: Senior Vice President and Chief Financial Officer