

Edgar Filing: MISSION WEST PROPERTIES INC - Form SC 13G/A

MISSION WEST PROPERTIES INC  
Form SC 13G/A  
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)

Mission West Properties, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.001 par value

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

605203108

-----  
(CUSIP Number)

December 31, 2004

-----  
(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 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. 605203108

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-----  
1) Name of Reporting Person  
Carl E. Berg

-----  
2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  (b)

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-----  
3) SEC Use Only  
-----  
4) Citizenship or Place of Organization  
USA  
-----  
Number of Shares 5) Sole Voting Power 0  
-----  
Beneficially Owned 6) Shared Voting Power 77,577,528  
-----  
by Each Reporting 7) Sole Dispositive Power 0  
-----  
Person with: 8) Shared Dispositive Power 77,577,528  
-----  
9) Aggregate Amount Beneficially Owned by Each Reporting Person  
44,888,441  
-----  
10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  (See Instructions)  
-----  
11) Percent of Class Represented by Amount in Row (9)  
71.3% \*  
-----  
12) Type of Reporting Person (See Instructions)  
IN  
-----

\* See Items 4. and 8., below

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-----  
1) Name of Reporting Person  
Clyde J. Berg  
-----  
2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  (b)   
-----  
3) SEC Use Only  
-----  
4) Citizenship or Place of Organization  
USA  
-----  
Number of Shares 5) Sole Voting Power 0  
-----  
Beneficially Owned 6) Shared Voting Power 77,577,528  
-----  
by Each Reporting 7) Sole Dispositive Power 0  
-----  
Person with: 8) Shared Dispositive Power 77,577,528  
-----  
9) Aggregate Amount Beneficially Owned by Each Reporting Person  
43,478,470  
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10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  (See Instructions)

11) Percent of Class Represented by Amount in Row (9)  
70.6% \*

12) Type of Reporting Person (See Instructions)  
IN

\* See Items 4. and 8., below

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1) Name of Reporting Person  
Berg & Berg Enterprises, Inc.

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  (b)

3) SEC Use Only

4) Citizenship or Place of Organization  
California

Number of Shares	5) Sole Voting Power	0
Beneficially Owned	6) Shared Voting Power	77,577,528
by Each Reporting	7) Sole Dispositive Power	0
Person with:	8) Shared Dispositive Power	77,577,528

9) Aggregate Amount Beneficially Owned by Each Reporting Person  
10,789,383

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  (See Instructions)

11) Percent of Class Represented by Amount in Row (9)  
37.4% \*

12) Type of Reporting Person (See Instructions)  
CO

\* See Items 4. and 8., below

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1) Name of Reporting Person  
1981 Kara Ann Berg Trust, Clyde J. Berg, Trustee

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  (b)

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3) SEC Use Only

4) Citizenship or Place of Organization  
USA

Number of Shares	5) Sole Voting Power	0
Beneficially Owned	6) Shared Voting Power	77,577,528
by Each Reporting	7) Sole Dispositive Power	0
Person with:	8) Shared Dispositive Power	77,577,528

9) Aggregate Amount Beneficially Owned by Each Reporting Person  
13,252,925

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  (See Instructions)

11) Percent of Class Represented by Amount in Row (9)  
42.3% \*

12) Type of Reporting Person (See Instructions)  
IN

\* See Items 4. and 8., below

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1) Name of Reporting Person West Coast Venture Capital, Inc.

2) Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  (b)

3) SEC Use Only

4) Citizenship or Place of Organization  
USA

Number of Shares	5) Sole Voting Power	0
Beneficially Owned	6) Shared Voting Power	77,577,528
by Each Reporting	7) Sole Dispositive Power	0
Person with:	8) Shared Dispositive Power	77,577,528

9) Aggregate Amount Beneficially Owned by Each Reporting Person 169,131

10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares  (See Instructions)

11) Percent of Class Represented by Amount in Row (9) Less than 1% \*

12) Type of Reporting Person (See Instructions)  
CO



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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 A:

This statement is being filed pursuant to 13d-1(d).

Item 4. OWNERSHIP.

The Company had 18,097,191 shares of Common Stock outstanding as of December 31, 2004.

Regarding the beneficial ownership of each reporting person, reference is made to Item 4. of the cover page addendum for each reporting person and to Item 8., below. The beneficial ownership of shares of Common Stock by any reporting person is based on such reporting person's right to exchange O.P. Units for shares of Common Stock upon certain conditions under an exchange rights agreement with the Company.

The reporting persons constitute a group because under the Company's charter and certain agreements among the Company, the reporting persons and other parties, the ownership interests of the reporting persons taking into account the shares of the Common Stock that would be issued upon the exchange of O.P. Units for shares of Common Stock, are aggregated in determining whether the issuer is subject to certain restrictions based on such ownership, including:

- the required nomination of two representatives of the reporting persons to the Company's board of directors
- whether the approval of the reporting person's board representative of certain actions by the board of directors is required
- the approval of a sale of substantially all of the assets of the operating partnerships

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In addition, the Company's charter and such agreements limit the number of shares that can be held at any one time by the reporting persons in the aggregate to the lesser of 20% of the outstanding Common Stock and the maximum percentage that individual shareholders can own, directly or indirectly, under applicable REIT ownership limits contained in the Internal Revenue Code. Consequently, each of the reporting persons disclaims beneficial ownership of all shares of Common Stock in excess of the maximum number of shares that such reporting person currently has the right to acquire, taking into account these ownership restrictions.

Furthermore, each reporting person disclaims beneficial ownership of shares that could be acquired upon the exchange of O.P. Units as to which such reporting person has no pecuniary interest.

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.

See responses in Item 4 above and Item 8 below.

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Item 7. IDENTIFICATION AND CLASSIFICATION OF THE 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.

This schedule is filed pursuant to Rule 13d-1(d). The responses to Items 2(a)-(c) identify each of the persons filing this statement. See Exhibit 99.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Not applicable.

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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 14, 2005

/s/ Carl E. Berg

/s/ Clyde J. Berg

-----  
 Carl E. Berg, as an individual, as an officer of Berg & Berg Enterprises, Inc. and West Coast Venture Capital, Inc., and as manager of Berg & Berg Enterprises, LLC

-----  
 Clyde J. Berg  
 Signing for himself as an individual, and as sole trustee of 1981 Kara Ann Berg Trust

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EXHIBIT 99.1

SCHEDULE OF GROUP MEMBERS

O.P. Unit Holder	Convertible O.P. Units and Common Stock (1)
Carl E. Berg (2)	33,733,499
Clyde J. Berg (3)	19,436,162

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Berg & Berg Enterprises, Inc (2) (3)	10,789,383
Berg & Berg Enterprises, LLC (2)	196,428
West Coast Venture Capital, Inc. (2)	169,131
1981 Kara Ann Berg Trust (3)	13,252,925
TOTAL	77,577,528

- (1) Includes O.P. Units and Common Stock held of record by the group member.
- (2) These group members may be considered under common control.
- (3) These group members may be considered under common control.

EXHIBIT 99.2

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) of the Securities and Exchange Commission under the Securities Exchange Act of 1934, each of the parties hereto agrees that the statement on Schedule 13G (including all amendments thereto) with respect to the beneficial ownership of Common Stock of Mission West Properties, Inc. to which this agreement is attached as an exhibit, is filed by and on behalf of each such person and that any amendments thereto will be filed on behalf of each such person.

February 14, 2005

/s/ Carl E. Berg

/s/ Clyde J. Berg

-----  
Carl E. Berg, as an individual, as an officer of Berg & Berg Enterprises, Inc. and West Coast Venture Capital, Inc., and as manager of Berg & Berg Enterprises, LLC

-----  
Clyde J. Berg  
Signing for himself as an individual, and as sole trustee of 1981 Kara Ann Berg Trust