

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

SOUTHWALL TECHNOLOGIES INC /DE/
Form SC 13D/A
April 18, 2007

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

SCHEDULE 13D/A
Amendment No. 5
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Southwall Technologies Inc.

(Name of Issuer)

Common Stock, par value \$.001 per share

(Title of Class of Securities)

844909101

(CUSIP Number)

Robert Van Grover
Seward & Kissel LLP
One Battery Park Plaza
New York, New York 10004
212-574-1200

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

August 23, 2006

(Date of Event which Requires Filing of
this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13(d)-1(f) or 13(d)-1(g), check the following box .

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 the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham & Company, L.L.C.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

(Intentionally Omitted)

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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

0

14 TYPE OF REPORTING PERSON*

BD

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

The Needham Group, Inc.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

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

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

2,009,807

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,009,807

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,009,807

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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

7.4%

14 TYPE OF REPORTING PERSON*

CO

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham Investment Management L.L.C.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
1,428,000

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,428,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,428,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.2%

14 TYPE OF REPORTING PERSON*
IA

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS
Needham Asset Management, L.L.C.
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(Intentionally Omitted)

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

3 SEC USE ONLY

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

1,428,000

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,428,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,428,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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

5.2%

14 TYPE OF REPORTING PERSON*

OO

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

George A. Needham

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

35,000

8 SHARED VOTING POWER

13,854,112

9 SOLE DISPOSITIVE POWER

35,000

10 SHARED DISPOSITIVE POWER

13,854,112

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,889,112

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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

45.6%

14 TYPE OF REPORTING PERSON*

IN

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham Capital Partners II, L.P.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

3,258,068

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

3,258,068

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,258,068

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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

11.5%

14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham Capital Partners III, L.P.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

5,703,716

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

5,703,716

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,703,716

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

19.7%

14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham Capital Partners IIIA L.P.
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

589,054

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

589,054

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

589,054

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

2.1%

14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham Capital Partners II (Bermuda), L.P.
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

456,700

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

456,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

456,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

1.6%

14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham Capital Partners III (Bermuda), L.P.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

1,136,767

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,136,767

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,136,767

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

4.1%

14 TYPE OF REPORTING PERSON*

PN

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham Capital Management L.L.C.

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

9,550,838

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

9,550,838

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,550,838

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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

31.9%

14 TYPE OF REPORTING PERSON*

OO

CUSIP No. 844909101

1 NAME OF REPORTING PERSONS

Needham Capital Management (Bermuda) L.L.C.
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

(Intentionally Omitted)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

0

8 SHARED VOTING POWER
1,593,467

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,593,467

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,593,467

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* |_ |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.7%

14 TYPE OF REPORTING PERSON*
00

Pursuant to Rule 13d-1 under the
Securities Exchange Act of 1934, as amended

Item 1. Security and Issuer.

This Statement on Schedule 13D/A (this "Statement") relates to the common stock, par value \$0.001 per share (the "Common Stock") and Series A 10% Cumulative Preferred Stock ("Series A Preferred Stock"), of Southwall Technologies Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 3788 Fabian Way, Palo Alto, California 94303.

Item 2. Identity and Background.

(a)-(c) and (f) This Statement is filed by The Needham Group, Inc., a Delaware corporation ("Needham Group"), Needham & Company, L.L.C., a Delaware limited liability company ("Needham & Co."), Needham Investment Management L.L.C., a Delaware limited liability company ("NIM"), Needham Asset Management, L.L.C., a Delaware limited liability company ("NAM"), George A. Needham, a natural person who is a U.S. citizen, Needham Capital Partners II, L.P., a Delaware limited partnership ("NCPII"), Needham Capital Partners III, L.P., a Delaware limited partnership ("NCPIII"), Needham Capital Partners IIIA, L.P., a Delaware limited partnership ("NCPIIIA"), Needham Capital Partners II (Bermuda), L.P., a Bermuda limited partnership ("NCPIIB"), Needham Capital Partners III (Bermuda), L.P., a Bermuda limited partnership ("NCPIIIB"), Needham Capital Management, L.L.C., a Delaware limited liability company ("NCM"), and Needham Capital Management (Bermuda) L.L.C., a Bermuda limited liability company ("NCMB"). Needham & Co., Needham Group, NIM, NAM, George A. Needham, NCPII, NCPIII, NCPIIIA, NCPIIB, NCPIIIB, NCM and NCMB are collectively referred to in this Statement as the "Reporting Persons."

The principal business office and mailing address of the Reporting Persons

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

is c/o Needham & Company, L.L.C., 445 Park Avenue, New York, New York 10022. Needham Group is an investment banking, securities and asset management firm. Needham Group manages NAM and Needham & Co. The business of NIM is serving as the investment manager or general partner of certain private investment partnerships and certain private investment funds. The business of NAM is serving as the managing member of NIM. The business of NCM is serving as the general partner of NCPII, NCPIII and NCPIIIA, each of which are private investment partnerships. The business of NCMB is serving as the general partner of NCPIIB AND NCPIIIB, each of which are private investment partnerships. The present principal occupation of George A. Needham is Chairman of the Board and Chief Executive Officer of Needham Group. The name and principal occupation or employment of the executive officers, directors or general partners of the Reporting Persons are set forth on Schedule I to this Statement.

(d) and (e) During the past five years, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, any of the persons listed on Schedule I, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

As of the date hereof, the Reporting Persons may be deemed to beneficially own 11,355,446 shares of Common Stock and 3,261,666 shares of Series A Preferred Stock. The source of funds used to purchase the securities reported herein was working capital of the Reporting Persons. No borrowed funds were used to purchase the securities, other than any borrowed funds used for working capital purposes in the ordinary course of business.

On August 23, 2006, as a result of a corporate restructuring, Needham & Co. transferred all of its Common Stock to its affiliate, Needham Group, for no consideration. This Schedule 13D is not being filed because of the purchase of additional shares, but because the stock formerly beneficially owned by Needham & Co. is now beneficially owned by Needham Group.

On December 31, 2004, Needham Capital Partners II, L.P., Needham Capital Partners II (Bermuda), L.P., Needham Capital Partners III, L.P., Needham Capital Partners IIIA, L.P., Needham Capital Partners III (Bermuda), L.P. elected to convert all outstanding principal of, and accrued but unpaid interest on, their secured convertible promissory notes (the "Convertible Notes") of Southwall Technologies Inc. ("Southwall") into shares of Series A Preferred Stock. The Convertible Notes by their terms were convertible at the option of the holders into Series A Preferred Stock at a rate of one share for each \$1.00 of principal or interest converted.

The aggregate principal amount of the Convertible Notes converted by the Note Holders was \$4,500,000, and the interest accrued thereon as of the time of conversion was \$392,499; therefore, the aggregate number of shares of Series A Preferred Stock issued as a result of the conversions was \$4,892,499. In particular, the Convertible Note held by Needham Capital Partners II, L.P., in the original principal amount of \$877,058, was converted into 953,557 shares of Series A Preferred Stock; the Convertible Note held by Needham Capital Partners II (Bermuda), L.P., in the original principal amount of \$122,942, was converted into 133,665 shares of Series A Preferred Stock; the Convertible Note held by Needham Capital Partners III, L.P. in the original principal amount of \$1,535,416, was converted into 1,669,338 shares of Series A Preferred Stock; the Convertible Note held by Needham Capital Partners IIIA, L.P. in the original principal amount of \$158,571, was converted into 172,402 shares of Series A

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

Preferred Stock; and the Convertible Note held by Needham Capital Partner III (Bermuda), L.P., in the original principal amount of \$306,013, was converted into 332,704 shares of Series A Preferred Stock.

The Convertible Notes were originally issued to the Note Holders pursuant to the Amended and Restated Investment Agreement dated February 20, 2004, by and among Southwall, Needham & Company, Inc. and the Note Holders. The Convertible Notes and Series A Preferred Stock issued to the Note Holders upon conversion were issued without registration and only to accredited investors in reliance upon Rule 506 of the Securities Act of 1933, as amended.

Item 4. Purpose of Transaction.

On August 23, 2006, Needham & Co. transferred all of its Common Stock to its affiliate, Needham Group, for no consideration.

Pursuant to the Investment Agreement described in the 13D filed by the Reporting Persons on December 29, 2003, Needham & Co. posted a Letter of Credit to collateralize a certain loan facility entered into by the Company. As discussed in the Company's 10-K filed on April 2, 2007, the Letter of Credit remains in effect, which was renewed on March 30, 2007 by The Needham Group, Inc.

Other than specified in this Item 4, the Reporting Persons have no plans or proposals which would relate to or would result in: (a) the acquisition of additional securities of the Issuer or the disposition of presently-owned securities of the Issuer; (b) any extraordinary corporate transaction involving the Issuer; (c) a sale or transfer of a material amount of assets of the Issuer; (d) any change in the present Board of Directors or management of the Issuer; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any material change in the operating policies or corporate structure of the Issuer; (g) any change in the Issuer's charter or by-laws; (h) the Shares of the Issuer ceasing to be authorized to be quoted in the over-the-counter security markets; or (i) causing the Issuer to become eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934.

Item 5. Interest in Securities of the Issuer.

(a) (1) Needham & Co. owns 0 shares of Common Stock.

(2) Needham Group owns 2,009,807 shares of Common Stock, which amount constitutes 7.4% of the issued and outstanding Common Stock.

(3) NIM may be deemed to own beneficially the aggregate amount of 1,428,000 shares of Common Stock owned by certain private investment partnerships and certain registered investment companies by virtue of its position as general partner and investment adviser, respectively, of those private investment partnerships and registered investment companies, which amount constitutes 5.2% of the issued and outstanding Common Stock. NIM disclaims beneficial ownership of all of the reported shares of Common Stock owned by the certain private investment partnerships and funds, and the inclusion of these shares of Common Stock in this report shall not be deemed an admission by it of beneficial ownership of such shares for any purpose.

(4) NAM may be deemed to own beneficially the aggregate amount of 1,428,000 shares of Common Stock owned by certain private investment partnerships and certain registered investment companies managed by NIM by virtue of its position as the managing member of NIM, which constitutes 5.2% of the issued and outstanding shares of Common Stock and the inclusion of these shares of Common Stock in this report shall not be deemed an admission by it of beneficial ownership of such shares for any purpose.

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

(3) George A. Needham may be deemed to beneficially own (i) the shares of Common Stock owned by Needham Group by virtue of his position in and share ownership of Needham Group, (ii) the shares of Common Stock beneficially owned by certain private investment partnerships managed by NIM by virtue of his position as manager of NIM (iii) the Common Stock and Series A Preferred Common Stock owned NCPII, NCPIII and NCPIIIA by virtue of his position as a manager of NCM, the general partner of NCPII, NCPIII, and NCPIIIA, (iv) the Common Stock and Series A Preferred Common Stock beneficially owned by NCPIIB and NCPIIIB by virtue of his position as a manager of NCMB and (v) shares of Common Stock held in personal accounts. The aggregate amount of shares of Common Stock (assuming full conversion of all Series A Preferred Common Stock owned by the Reporting Persons) owned by Mr. Needham is 13,889,112, which constitutes 45.6% of the issued and outstanding shares of Common Stock. Mr. Needham disclaims beneficial ownership of all of the reported shares of Common Stock and the Series A Preferred Common Stock, except to the extent of his pecuniary interest and the inclusion of these shares in this report shall not be deemed an admission by him of beneficial ownership for any purpose, except to the extent of his pecuniary interest.

(4) NCPII owns of record and beneficially (i) 953,557 shares of Series A Preferred Stock, which in turn is convertible to 953,557 shares of Common Stock, subject to adjustments applicable to the Series A Preferred Stock, and (ii) 2,304,511 shares of Common Stock. Assuming full conversion of the Series A Preferred Stock, NCPII would own of record 3,258,068 shares of Common Stock, which would constitute 11.5% of the issued and outstanding Common Stock.

(5) NCPIII owns of record and beneficially (i) 1,669,338 shares of Series A Preferred Stock, which in turn is convertible to 1,669,338 shares of Common Stock, subject to adjustments applicable to the Series A Preferred Stock, and (ii) 4,034,378 shares of Common Stock. Assuming full conversion of the Series A Preferred Stock, NCPIII would own of record 5,703,716 shares of Common Stock, which would constitute 19.7% of the issued and outstanding Common Stock.

(6) NCPIIIA owns of record and beneficially (i) 172,402 shares of Series A Preferred Stock, which in turn is convertible to 172,402 shares of Common Stock, subject to adjustments applicable to the Series A Preferred Stock, and (ii) 416,652 shares of Common Stock. Assuming full conversion of the Series A Preferred Stock, NCPIIIA would own of record 589,054 shares of Common Stock, which would constitute 2.1% of the issued and outstanding Common Stock.

(7) NCPIIB owns of record and beneficially (i) 133,665 shares of Series A Preferred Stock, which in turn is convertible to 133,665 shares of Common Stock, subject to adjustments applicable to the Series A Preferred Stock, and (ii) 323,035 shares of Common Stock. Assuming full conversion of the Series A Preferred Stock, NCPIIB would own of record 456,700 shares of Common Stock, which would constitute 1.6% of the issued and outstanding Common Stock.

(8) NCPIIIB owns of record and beneficially (i) 332,704 shares of Series A Preferred Stock, which in turn is convertible to 332,704 shares of Common Stock, subject to adjustments applicable to the Series A Preferred Stock, and (ii) 804,063 shares of Common Stock. Assuming full conversion of the Series A Preferred Stock, NCPIIIB would own of record 1,136,767 shares of Common Stock, which would constitute 4.1% of the issued and outstanding Common Stock.

(9) NCM may be deemed to own beneficially the Common and Series A Preferred Stock owned by NCPII, NCPIII and NCP IIIA by virtue of its position as general partner of those Reporting Persons, and accordingly may be deemed to beneficially own the 9,550,838 shares of Common Stock, which amount constitute 31.9% of the issued and outstanding Common Stock. NCM disclaims beneficial ownership of all of the reported shares of Common Stock owned by NCPII, NCPIII, and NCPIIIA and the inclusion of these shares of Common Stock in this report

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

shall not be deemed an admission by it of beneficial ownership of such shares for any purpose.

(10) NCMB may be deemed to own beneficially the Common and Series A Preferred Stock owned by certain NCPIIB and NCPIIIB virtue of its position as general partner to those Bermuda private partnerships, and accordingly may be deemed to beneficially own the 1,593,467 shares of Common Stock, which amount constitute 5.7% of the issued and outstanding Common Stock. NCMB disclaims beneficial ownership of all of the reported shares of Common Stock owned by the certain Bermuda partnerships, and the inclusion of these shares of Common Stock in this report shall not be deemed an admission by it of beneficial ownership of such shares for any purpose.

(b) Needham Group has the shared power to direct the vote and disposition of 2,009,807 shares of Common Stock. NIM, the general partner of certain private investment partnerships and investment adviser of registered investment companies, and such private investment partnerships and registered companies have shared power to direct the vote and disposition of 1,428,000 shares of Common Stock directly owned by those private investment partnerships and those registered investment companies. NAM has shared power to direct the vote and disposition of 1,428,000 shares of Common Stock directly owned by those private investment partnerships and those registered investment companies because it serves as the manager of NIM. NCM, the general partner of NCPII, and NCPII have shared power to direct the vote and disposition of 3,258,068 shares of Common Stock and Common Stock issuable upon the conversion of the Series A Preferred Stock. NCM, the general partner of NCPIII, and NCPIII have shared power to direct the vote and disposition of 5,703,716 shares of Common Stock and Common Stock issuable upon the conversion of the Series A Preferred Stock. NCM, the general partner of NCPIIIA, and NCPIIIA have shared power to direct the vote and disposition of 589,054 shares of Common Stock and Common Stock issuable upon the conversion of the Series A Preferred Stock. NCMB, the general partner of NCPIIB, and NCPIIB have shared power to direct the vote and disposition of 456,700 shares of Common Stock and Common Stock issuable upon the conversion of the Series A Preferred Stock. NCMB, the general partner of NCPIIIB, and NCPIIIB have shared power to direct the vote and disposition of 1,136,767 shares of Common Stock and Common Stock issuable upon the conversion of the Series A Preferred Stock. George A. Needham may be deemed to have shared power to direct the vote and disposition of (i) the shares of Common Stock owned by Needham Group by virtue of his position in and share ownership of Needham Group, (ii) the shares of Common Stock beneficially owned by certain private investment partnerships managed by NIM by virtue of his position as manager of NIM (iii) the shares of Common Stock issuable upon the conversion of the Series A Preferred Stock and Common Stock owned directly by NCPII, NCPIII and NCPIIIA because he serves as a manager of NCM, the general partner of NCPII, NCPIII and NCPIIIA, (iv) the shares of Common Stock issuable upon the conversion of the Series A Preferred Stock and the Common Stock owned directly by NCPIIB and NCPIIIB because he serves as a manager of NCMB, the general partner of NCPIIB and NCPIIIB, and (v) shares of Common Stock held in personal accounts. Mr. Needham disclaims beneficial ownership of the shares of Common Stock owned by Needham Group, NIM, NAM, NCPII, NCPIII, NCPIIIA, NCPIIB and NCPIIIB.

(c) The Reporting Persons did not effect any transactions in the securities of the Company during the past 60 days.

(d) Not applicable.

(e) Needham & Co. is no longer a beneficial owner of Common Stock and will not be listed on further 13D amendments.

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer.

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

Other than as described in Item 4 above, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 with respect to any securities of the Company.

Item 7. Material to be Filed as Exhibits.

1. Joint Filing Agreement

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, the information set forth in this statement is true, complete and correct.

Dated: April 18, 2007

THE NEEDHAM GROUP, INC.

By:

Name: Glen W. Albanese
Title: Chief Financial Officer

NEEDHAM & COMPANY, L.L.C.

By:

Name: Glen W. Albanese
Title: Chief Financial Officer

George A. Needham

NEEDHAM INVESTMENT MANAGEMENT L.L.C.

By:

Name: Glen W. Albanese
Title: Chief Financial Officer

NEEDHAM ASSET MANAGEMENT, L.L.C.

By:

Name: Glen W. Albanese
Title: Chief Financial Officer

NEEDHAM CAPITAL PARTNERS II, L.P.

By: Needham Capital Management L.L.C.,
its general partner

By:

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL PARTNERS III, L.P.

By: Needham Capital Management L.L.C.,
its general partner

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL PARTNERS IIIA, L.P.

By: Needham Capital Management L.L.C.,
its general partner

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL PARTNERS II
(BERMUDA), L.P.

By: Needham Capital Management (Bermuda)
L.L.C.,
its general partner

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL PARTNERS III
(BERMUDA), L.P.

By: Needham Capital Management (Bermuda)
L.L.C.,
its general partner

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL MANAGEMENT, L.L.C.

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL MANAGEMENT (BERMUDA), L.L.C.

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

By:

 Name: Glen W. Albanese
 Title: General Partner

Schedule I

Executive Officers and Directors of The Needham Group, Inc.

NAME OF OFFICER OR DIRECTOR -----	BUSINESS ADDRESS -----	PRINCIPAL EMPLOYMENT/OFFICE WITH THE NEEDHAM GROUP, INC. -----
George A. Needham	c/o The Needham Group, Inc. 445 Park Avenue New York, New York 10022	Chairman of the Board and Chief Executive Officer
John J. Prior, Jr.	c/o The Needham Group, Inc. 445 Park Avenue New York, New York 10022	Director
Warren M. Foss	c/o The Needham Group, Inc. 445 Park Avenue New York, New York 10022	Director
Glen W. Albanese	c/o The Needham Group, Inc. 445 Park Avenue New York, New York 10022	Managing Director, Chief Financial Officer
Andre R. Horn	c/o The Needham Group, Inc. 445 Park Avenue New York, New York 10022	Director
Edgar F. Heizer, Jr.	c/o The Needham Group, Inc. 445 Park Avenue New York, New York 10022	Director
Eugene R. White	c/o The Needham Group, Inc. 445 Park Avenue New York, New York 10022	Director

Executive Officers and Directors of Needham & Company, L.L.C.

NAME OF OFFICER OR DIRECTOR -----	BUSINESS ADDRESS -----	PRINCIPAL EMPLOYMENT/OFFICE WITH NEEDHAM & COMPANY, L.L.C. -----
John J. Prior, Jr.	c/o Needham & Company, L.L.C. 445 Park Avenue New York, New York 10022	Managing Director, President & Chief Executive Officer
Chad W. Keck	c/o Needham & Company, L.L.C. 445 Park Avenue New York, New York 10022	Managing Director, Vice-Chairman
Warren M. Foss	c/o Needham & Company, L.L.C.	Managing Director, Chairman

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

445 Park Avenue
New York, New York 10022

Mark Van Valkenburgh	c/o Needham & Company, L.L.C. 445 Park Avenue New York, New York 10022	Managing Director, Institutional Sales
Sean Dwyer	c/o Needham & Company, L.L.C. 445 Park Avenue New York, New York 10022	Managing Director, Sales & Trading
John Lazo	c/o Needham & Company, L.L.C. 445 Park Avenue New York, New York 10022	Managing Director, OTC & Listed Trading
Thomas Maloney	c/o Needham & Company, L.L.C. 445 Park Avenue New York, New York 10022	Managing Director, Director of Research
Glen W. Albanese	c/o Needham & Company, L.L.C. 445 Park Avenue New York, New York 10022	Managing Director, Chief Financial Officer
Bernard H. Lirola	c/o Needham & Company, L.L.C. 445 Park Avenue New York, NY 10022	Managing Director, Co-Head of Corporate Finance
David S. Schechner	c/o Needham & Company, L.L.C. 445 Park Avenue New York, NY 10022	Managing Director, Co-Head of Corporate Finance

Schedule I (continued)

Needham Asset Management, L.L.C. is the managing member of Needham Investment Management L.L.C. Needham Investment Management L.L.C. is the sole general partner of: various Needham private investment partnerships and is the investment adviser of: (a) various series of The Needham Funds, Inc., and (b) The Needham Funds. Needham Capital Management L.L.C. is the sole general partner of (a) Needham Capital Partners II, L.P., (b) Needham Capital Partners III, L.P. and (c) Needham Capital Partners IIIA, L.P. Needham Capital Management (Bermuda) L.L.C. is the sole general partner of (a) Needham Capital Partners II (Bermuda), L.P. and (b) Needham Capital Partners III (Bermuda), L.P.

The members and principals of Needham Asset Management, L.L.C. are:

NAME OF OFFICER OR DIRECTOR -----	BUSINESS ADDRESS -----	PRINCIPAL EMPLOYMENT/OFFICE WITH NEEDHAM ASSET MANAGEMENT, L.L.C. -----
George A. Needham	c/o Needham Asset Management, L.L.C. 445 Park Avenue New York, New York 10022	Chairman of the Board & Chief Executive
James K. Kloppenburg	c/o Needham Asset Management, L.L.C. 445 Park Avenue New York, New York 10022	Managing Director, President

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

George A. Needham	Needham Capital Management (Bermuda) L.L.C. 445 Park Avenue New York, New York 10022	Member
John J. Prior, Jr.	Needham Capital Management (Bermuda) L.L.C. 445 Park Avenue New York, New York 10022	Member
Thomas P. Shanahan	Needham Capital Management (Bermuda) L.L.C. 445 Park Avenue New York, New York 10022	Member
Glen W. Albanese	Needham Capital Management (Bermuda) L.L.C. 445 Park Avenue New York, New York 10022	Chief Financial Officer

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D/A (including amendments thereto) with respect to the common shares of beneficial interest, par value \$.001 per share, of Southwall Technologies Inc., a Delaware corporation, and that this Agreement may be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 18th day of April, 2007.

THE NEEDHAM GROUP, INC.

By:

Name: Glen W. Albanese
Title: Chief Financial Officer

NEEDHAM & COMPANY, L.L.C.

By:

Name: Glen W. Albanese
Title: Chief Financial Officer

George A. Needham

NEEDHAM INVESTMENT MANAGEMENT L.L.C.

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

By:

Name: Glen W. Albanese
Title: Chief Financial Officer

NEEDHAM CAPITAL PARTNERS II, L.P.

By: Needham Capital Management L.L.C.,
its general partner

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL PARTNERS III, L.P.

By: Needham Capital Management L.L.C.,
its general partner

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL PARTNERS IIIA, L.P.

By: Needham Capital Management L.L.C.,
its general partner

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL PARTNERS II
(BERMUDA), L.P.

By: Needham Capital Management (Bermuda)
L.L.C.,
its general partner

By:

Name: Glen W. Albanese
Title: General Partner

NEEDHAM CAPITAL PARTNERS III
(BERMUDA), L.P.

By: Needham Capital Management (Bermuda)
L.L.C.,
its general partner

By:

Name: Glen W. Albanese

Edgar Filing: SOUTHWALL TECHNOLOGIES INC /DE/ - Form SC 13D/A

Title: General Partner

NEEDHAM CAPITAL MANAGEMENT, L.L.C.

By:

Name: Glen W. Albanese

Title: General Partner

NEEDHAM CAPITAL MANAGEMENT (BERMUDA), L.L.C.

By:

Name: Glen W. Albanese

Title: General Partner

SK 22312 0009 762707