STAMPS.COM INC

FORM SC 13G/A
(Amended Statement of Ownership)

Filed 2/13/2004

Address	12959 CORAL TREE PLACE
	LOS ANGELES, California 90066-7020
Telephone	310-482-5800
CIK	0001082923
Industry	Retail (Catalog & Mail Order)
Sector	Services
Fiscal Year	12/31

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Stamps.com Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

852857101

(Cusip Number)

Eric A. DeJong
P. Amy Reischauer
Perkins Coie LLP
1201 Third Avenue, Suite 4800
Seattle, Washington 98101-3099
(206) 359-8000

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

February 2, 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 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 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).

(Continued on following pages)

1. Name of Reporting Person: Kevin Douglas
   I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
   (a) ☐
   (b) ☒

3. SEC Use Only:

4. Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power: -0-	
	6. Shared Voting Power: 1,906,168(1)	
	7. Sole Dispositive Power: -0-	
	8. Shared Dispositive Power: 2,861,900(2)	

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,861,900

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: ☐

11. Percent of Class Represented by Amount in Row (9): 6.4%(3)

12. Type of Reporting Person: IN

(1) Kevin Douglas and his wife, Michelle Douglas, hold 970,334 shares both directly and jointly. In addition, Kevin Douglas is the trustee of the James Douglas and Jean Douglas Irrevocable Descendants' Trust.

(2) Kevin Douglas has been granted dispositive power with respect to the shares held by James E. Douglas, III and the Douglas Family Trust.

(3) Calculated based on 44,787,628 shares of Stamps.com Inc.'s Common Stock outstanding as of November 7, 2003, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2003 and filed with the Securities and Exchange Commission on November 13, 2003.

1. Name of Reporting Person: James E. Douglas, III
   I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
   (a) ☐
   (b) ☒

3. SEC Use Only:

4. Citizenship or Place of Organization: United States

Number of Shares Beneficially Owned by Each Reporting Person With	
	5. Sole Voting Power: 10,000
	6. Shared Voting Power: -0-
	7. Sole Dispositive Power: -0-
	8. Shared Dispositive Power: 10,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,861,900

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: ☐

11. Percent of Class Represented by Amount in Row (9): 6.4%(1)

12. Type of Reporting Person: IN

(1) Calculated based on 44,787,628 shares of Stamps.com Inc.'s Common Stock outstanding as of November 7, 2003, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2003 and filed with the Securities and Exchange Commission on November 13, 2003.

1. Name of Reporting Person: Douglas Family Trust (1)
   I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
   (a) ☐
   (b) ☒

3. SEC Use Only:

4. Citizenship or Place of Organization: California

Number of Shares Beneficially Owned by Each Reporting Person With	
	5. Sole Voting Power: 945,732
	6. Shared Voting Power: -0-
	7. Sole Dispositive Power: -0-
	8. Shared Dispositive Power: 945,732

9. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,861,900

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares: ☐

11. Percent of Class Represented by Amount in Row (9): 6.4%(2)

12. Type of Reporting Person: OO

(1) James E. Douglas, Jr. and Jean A. Douglas, husband and wife, are co-trustees.

(2) Calculated based on 44,787,628 shares of Stamps.com Inc.'s Common Stock outstanding as of November 7, 2003, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2003 and filed with the Securities and Exchange Commission on November 13, 2003.

1. Name of Reporting Person:
James Douglas and Jean Douglas Irrevocable Descendants' Trust (1)

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

2. Check the Appropriate Box if a Member of a Group:

(a) ☐

(b) ☒

3. SEC Use Only:

4. Citizenship or Place of Organization:
California

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power: -0-	
	6. Shared Voting Power: 935,834	
	7. Sole Dispositive Power: -0-	
	8. Shared Dispositive Power: 935,834	

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,861,900

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:
☐

11. Percent of Class Represented by Amount in Row (9):
6.4%(2)

12. Type of Reporting Person:
OO

(1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.

(2) Calculated based on 44,787,628 shares of Stamps.com Inc.'s Common Stock outstanding as of November 7, 2003, as reported in its quarterly report on Form 10-Q for the quarter ended September 30, 2003 and filed with the Securities and Exchange Commission on November 13, 2003.

Item 1.

(a) Name of Issuer:

Stamps.com Inc.

(b) Address of Issuer's Principal Executive Offices:
3420 Ocean Park Boulevard, Suite 1040
Santa Monica, California 90405

Item 2.

(1)(a) NAME OF PERSONS FILING:
Kevin Douglas
James E. Douglas, III

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
1101 Fifth Avenue, Suite 360
San Rafael, California 94901

(c) CITIZENSHIP:
United States

(d) TITLE OF CLASS OF SECURITIES:
Common Stock

(e) CUSIP NUMBER:
852857101

(2)(a) NAME OF PERSONS FILING:
Douglas Family Trust
James Douglas and Jean Douglas Irrevocable Descendants' Trust

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
1101 Fifth Avenue, Suite 360
San Rafael, California 94901

(c) CITIZENSHIP:
California

(d) TITLE OF CLASS OF SECURITIES:
Common Stock

(e) CUSIP NUMBER:
852857101

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:

(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 §240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association 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) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

Item 4. Ownership

Reference is made to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G, which Rows are incorporated by reference herein. According to Stamps.com Inc.'s quarterly report on Form 10-Q for the quarter ended September 30, 2003, as filed with the Securities and Exchange Commission on November 13, 2003, there were 44,787,628 shares of its Common Stock outstanding as of November 7, 2003. As of the date of filing of this Schedule 13G, the following Reporting Persons hold directly the following number of shares of Stamps.com Inc.'s Common Stock:

REPORTING PERSON	COMMON STOCK DIRECTLY HELD
Kevin Douglas (1)	970,334
James E. Douglas, III	10,000
Douglas Family Trust	945,732
James Douglas and Jean Douglas Irrevocable Descendants' Trust	935,834
Total	2,861,900

(1) As referenced above, Kevin Douglas and his wife, Michelle Douglas, hold 970,334 shares both directly and jointly.

Each of the Reporting Persons may be deemed a member of a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons. Although the Reporting Persons are reporting such securities as if they were members of a "group," the filing of this Schedule 13G shall not be construed as an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

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: ☐

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. Certification

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, 2004

/s/ Tim McGaw, Attorney-in-Fact

Kevin Douglas

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

By: James E. Douglas, Jr.
Title: Trustee

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

By: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE DESCENDANTS' TRUST

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

By: Kevin Douglas
Title: Trustee

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

By: Michelle Douglas
Title: Trustee

EXHIBIT A

JOINT FILING AGREEMENT

This Joint Filing Agreement (this "Agreement") hereby confirms the agreement by and among all of the undersigned that the Schedule 13G to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares of Stamps.com Inc.'s Common Stock is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

Kevin Douglas

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

James E. Douglas, III

DOUGLAS FAMILY TRUST

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

By: James E. Douglas, Jr.
Title: Trustee

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

By: Jean A. Douglas
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS IRREVOCABLE DESCENDANTS' TRUST

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

By: Kevin Douglas
Title: Trustee

Date: February 11, 2004

/s/ Tim McGaw, Attorney-in-Fact

By: Michelle Douglas
Title: Trustee

Exhibit 24

LIMITED POWER OF ATTORNEY FOR
SECTION 13(d) REPORTING OBLIGATIONS

The undersigned hereby make, constitute and appoint each of Tim McGaw, Eileen Davis and Kevin Douglas, acting either individually or together, as the undersigneds' true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Schedules 13D and 13G (including any amendments thereto) with respect to the securities of Stamps.com Inc., a Delaware corporation (the " ***Company*** "), with the U. S. Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 13(d) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder (including, without limitation, Regulation 13D-G), as may be amended from time to time (the " ***Exchange Act*** ");

(2) seek or obtain, as the undersigneds' representative and on the undersigneds' behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, in connection with the foregoing, and the undersigned hereby authorize any such person to release any such information to any of the attorneys-in-fact and approve and ratify any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledge that:

(1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) none of such attorneys-in-fact assumes (i) any liability for the undersigneds' responsibility to comply with the requirements of the Exchange Act, or (ii) any liability of the undersigned for any failure to comply with such requirements; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigneds' obligations under the Exchange Act, including without limitation the reporting requirements under Section 13(d) of the Exchange Act and Regulation 13D-G promulgated thereunder.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, appropriate or desirable to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until the undersigned are no longer required to file Schedules 13D or 13G with respect to the undersigneds' holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

The undersigned have caused this Limited Power of Attorney to be executed as of this 18th day of March, 2003.

/s/ Kevin Douglas

Kevin Douglas

JAMES DOUGLAS AND JEAN DOUGLAS
IRREVOCABLE DESCENDANTS' TRUST

/s/ Michelle M. Douglas

Michelle Douglas, as co-trustee of the James Douglas and
Jean Douglas Irrevocable Descendants' Trust

/s/ Kevin Douglas

Kevin Douglas, as co-trustee of the James Douglas and
Jean Douglas Irrevocable Descendants' Trust

DOUGLAS FAMILY TRUST

/s/ James E. Douglas, Jr.

James E. Douglas, Jr., as co-trustee of the Douglas Family Trust

/s/ Jean A. Douglas

Jean A. Douglas, as co-trustee of the Douglas Family Trust

The undersigned has caused this Limited Power of Attorney to be executed as of this 13th day of February, 2004.

/s/ James E. Douglas, III

James E. Douglas, III

End of Filing

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