

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

SCHEDULE 13G  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

**Intraware, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**46118M103**

(CUSIP Number)

**March 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 remainder of this cover page shall be filled out on 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).

1 Name of Reporting Person

**Passport Master Fund, LP**

IRS Identification Nos. of Above Persons (entities only) **98-0409552**

2 Check the Appropriate Box if a Member of a Group

(a) ☒ [X]

(b) ☐ [ ]

3 SEC USE ONLY

4 Citizenship or Place of Organization

**British Virgin Islands**

5 Sole Voting Power **0**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

6 Shared Voting Power **4,403,234**

7 Sole Dispositive Power **0**

8 Shared Dispositive Power **4,403,234**

9 Aggregate Amount Beneficially Owned by each Reporting Person

**4,403,234**

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐ [ ]

11 Percent of Class Represented by Amount in Row 9

**7.40%**

12 Type of Reporting Person\*

**PN**

1 Name of Reporting Person

**Passport Master Fund II, LP**

IRS Identification Nos. of Above Persons (entities only) 98-0409554

2 Check the Appropriate Box if a Member of a Group

(a) ☒ [X]

(b) ☐ [ ]

3 SEC USE ONLY

4 Citizenship or Place of Organization

**British Virgin Islands**

5 Sole Voting Power **0**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

6 Shared Voting Power **2,267,557**

7 Sole Dispositive Power **0**

8 Shared Dispositive Power **2,267,557**

9 Aggregate Amount Beneficially Owned by each Reporting Person **2,267,557**

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐ [ ]

11 Percent of Class Represented by Amount in Row 9

**3.81%**

12 Type of Reporting Person\*

**PN**

1 Name of Reporting Person

**Passport Management LLC**

IRS Identification Nos. of Above Persons (entities only) **41-2076095**

2 Check the Appropriate Box if a Member of a Group

(a) ☒ [X]

(b) ☐ [ ]

3 SEC USE ONLY

4 Citizenship or Place of Organization

**Delaware**

5 Sole Voting Power **0**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

6 Shared Voting Power **6,670,791**

7 Sole Dispositive Power **0**

8 Shared Dispositive Power **6,670,791**

9 Aggregate Amount Beneficially Owned by each Reporting Person **6,670,791**

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐ [ ]

11 Percent of Class Represented by Amount in Row 9

**11.21%**

12 Type of Reporting Person\*

**IA**  
**OO**

1 Name of Reporting Person

**Ralph K. McCluskey II**

IRS Identification Nos. of Above Persons (entities only)

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 of America**

5 Sole Voting Power **0**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

6 Shared Voting Power **6,670,791**

7 Sole Dispositive Power **0**

8 Shared Dispositive Power **6,670,791**

9 Aggregate Amount Beneficially Owned by each Reporting Person **6,670,791**

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐ [ ]

11 Percent of Class Represented by Amount in Row 9

**11.21%**

12 Type of Reporting Person\*

**HC  
IN**

1 Name of Reporting Person

**John H. Burbank III**

IRS Identification Nos. of Above Persons (entities only)

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 of America**

5 Sole Voting Power **0**

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH

6 Shared Voting Power **6,670,791**

7 Sole Dispositive Power **0**

8 Shared Dispositive Power **6,670,791**

9 Aggregate Amount Beneficially Owned by each Reporting Person **6,670,791**

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\* ☐ [ ]

11 Percent of Class Represented by Amount in Row 9

**11.21%**

12 Type of Reporting Person\*

**HC  
IN**

Item 1(a). Name of Issuer.

**Intraware, Inc.**

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

**25 Orinda Way, Orinda, CA 94563**

Item 1(c) This statement relates to the common stock of the issuer

Item 1(d) CUSIP No. of the issuer is: **46118M103**

Item 2(a). Names of Persons Filing.

**Passport Management LLC  
Passport Master Fund LP  
Passport Master Fund II, LP  
Ralph K. McCluskey II  
John H. Burbank III**

**(collectively, the "Filers").**

Item 2(b). Address of Principal Business Office or, if none, Residence.

**The business address of each of the Filers is 402 Jackson Street, San Francisco, CA 94111**

Item 2(c). Citizenship.

**For citizenship of each Filer, See Item 4 of pages 2 through 6, for each Filer**

Item 2(d). Title of Class of Securities.

**Common Stock**

Item 2(e). CUSIP Number.

**46118M103**

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-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) (as to Passport Management LLC).

(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 240.13b-1(b)(1)(ii)(G) (as to Messrs. McC Lusky and Burbank).

(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).

Item 4. Ownership.

Reference is made hereby made to Items 5-9 and 11 of pages two (2) through six (6) of this Schedule 13G, which Items are incorporated by reference herein.



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.

- (a) Each of Passport Management LLC, Ralph McClusky and John Burbank beneficially own 6,670,791 shares of the Stock representing 11.21% of the aggregate number of shares of common stock outstanding as of December 31, 2003 as reported by the issuer. Passport Master Fund LP beneficially owns 4,403,234 shares of the Stock and Passport Master Fund II LP beneficially owns 2,267,557 shares of the Stock, representing approximately 7.40% and 3.81% respectively of the aggregate number of shares of common stock outstanding as of December 31, 2003 as reported by the issuer.
- (b) Passport Management LLC, an investment adviser that is controlled and managed by Messrs. McClusky and Burbank (as co-Managers), has voting and dispositive power over all of the Shares reported by the Filers. Neither Mr. McClusky or Mr. Burbank, acting alone, has voting or dispositive power over the Shares. Messrs. McClusky and Burbank, and each of them, disclaim beneficial ownership of the all of the Shares reported herein.
- (c) Passport Management LLC is deemed to be the beneficial owner of the number of securities reflected in Item 5-9 and 11 of page four (4) of this Schedule 13G pursuant to separate arrangements whereby it acts as an investment adviser to certain persons. Passport Master Fund LP and Passport Master Fund II LP (collectively, the "Partnerships") are persons for whom Passport Management LLC acts as investment adviser. Each of the Partnerships has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock purchased or held pursuant to such arrangements.
- (d) An Agreement Regarding Joint Filing is being filed as an Exhibit.

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, the Filers and each of them certifies that, to the best of his, her or its knowledge and belief, the securities referred to above on pages two (2) through six (6) of this Schedule 13G were acquired and are held in the ordinary course of business and 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 its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATED: April 27, 2004

**PASSPORT MANAGEMENT LLC**

By: /s/ Ralph K. McClusky II  
Ralph K. McClusky II  
Its: Co-Manager

By: /s/ John H. Burbank III  
John H. Burbank III  
Its: Co-Manager

**PASSPORT MASTER FUND LP**

By: Passport Holdings LLC, its General Partner

By: /s/ Ralph K. McClusky II  
Ralph K. McClusky II  
Its: Co-Manager

By: /s/ John H. Burbank III  
John H. Burbank III  
Its: Co-Manager

**PASSPORT MASTER FUND II LP**

By: Passport Holdings LLC, its General Partner

By: /s/ Ralph K. McClusky II  
Ralph K. McClusky II  
Its: Co-Manager

By: /s/ John H. Burbank III  
John H. Burbank III  
Its: Co-Manager

**RALPH K. MC CLUSKEY II (Individually)**

/s/ Ralph K. McClusky II

**JOHN H. BURBANK III (Individually)**

/s/ John H. Burbank III

**AGREEMENT REGARDING JOINT FILING**

The undersigned, Passport Management LLC, a Delaware limited liability company, Passport Master Fund LP, a British Virgin Islands international limited partnership, Passport Master Fund II LP, a British Virgin Islands international limited partnership, Ralph K. McClusky II, an individual whose address is 402 Jackson Street, San Francisco, California 94111 and John H. Burbank III, an individual whose address is 402 Jackson Street, San Francisco, California 94111, hereby acknowledge and agree that the information required by the Schedule 13G, to which this agreement is attached as an exhibit, is filed on behalf of each of them. The undersigned further agree that any amendments and supplements thereto shall also be filed on behalf of each of them.

DATED: April 27, 2004

**PASSPORT MANAGEMENT LLC**

By: /s/ Ralph K. McClusky II  
Ralph K. McClusky II  
Its: Co-Manager

By: /s/ John H. Burbank III  
John H. Burbank III  
Its: Co-Manager

**PASSPORT MASTER FUND LP**

By: Passport Holdings LLC, its General Partner

By: /s/ Ralph K. McClusky II  
Ralph K. McClusky II  
Its: Co-Manager

By: /s/ John H. Burbank III  
John H. Burbank III  
Its: Co-Manager

**PASSPORT MASTER FUND II LP**

By: Passport Holdings LLC, its General Partner

By: /s/ Ralph K. McClusky II  
Ralph K. McClusky II  
Its: Co-Manager

By: /s/ John H. Burbank III  
John H. Burbank III  
Its: Co-Manager

**RALPH K. MC CLUSKEY II (Individually)**

/s/ Ralph K. McClusky II

**JOHN H. BURBANK III (Individually)**

/s/ John H. Burbank III

