

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No. ____) (1)

Intuitive Surgical, Inc.
(Name of Issuer)

Common Stock, par value \$0.001
(Title of Class of Securities)

46120E10
(CUSIP Number)

December 31, 2000
(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)

(1) 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 ("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.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).
Mayfield VIII, a California Limited Partnership

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

5 SOLE VOTING POWER
NUMBER OF -0-
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 4,197,436

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH 4,197,436

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,197,436

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).
Mayfield VIII Management, L.L.C.

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
Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES
-0-

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY
4,197,436

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON
-0-

8 SHARED DISPOSITIVE POWER
WITH
4,197,436

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,197,436

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
11.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
00

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).
Mayfield Associates Fund II, a California Limited Partnership

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

5 SOLE VOTING POWER
NUMBER OF -0-
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 220,917

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON -0-

8 SHARED DISPOSITIVE POWER
WITH 220,917

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
220,917

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Yogen K. Dalal

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
U.S.

5 SOLE VOTING POWER
NUMBER OF 37,941
SHARES

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 4,525,352

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 37,941

8 SHARED DISPOSITIVE POWER
WITH 4,525,352

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,563,293

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).
F. Gibson Myers, Jr.

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
U.S.

5 SOLE VOTING POWER
NUMBER OF 5
SHARES -0-

6 SHARED VOTING POWER
BENEFICIALLY 6
OWNED BY 4,525,352

7 SOLE DISPOSITIVE POWER
EACH 7
REPORTING -0-

8 SHARED DISPOSITIVE POWER
PERSON 8
WITH 4,525,352

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,525,352

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Kevin A. Fong

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

U.S.

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

4,418,353

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

-0-

PERSON

8 SHARED DISPOSITIVE POWER

WITH

4,418,353

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,418,353

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

12.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

William D. Unger

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

U.S.

5 SOLE VOTING POWER

NUMBER OF

25,295

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

4,525,352

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

25,295

PERSON

8 SHARED DISPOSITIVE POWER

WITH

4,525,352

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,550,647

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

12.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Wendell G. Van Auken, III

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

U.S.

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

4,525,352

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

8 REPORTING

-0-

PERSON

8 SHARED DISPOSITIVE POWER

WITH

4,525,352

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,525,352

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

12.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Michael J. Levinthal

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

U.S.

SOLE VOTING POWER

5

NUMBER OF -0-

SHARES

SHARED VOTING POWER

6

BENEFICIALLY OWNED BY 4,418,353

OWNED BY

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON -0-

PERSON

SHARED DISPOSITIVE POWER

8

WITH 4,418,353

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,418,353

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

12.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

A. Grant Heidrich, III

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

U.S.

5 SOLE VOTING POWER

NUMBER OF

-0-

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

4,418,353

OWNED BY

7 SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING

PERSON

8 SHARED DISPOSITIVE POWER

WITH

4,418,353

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,418,353

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

12.4%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Wende S. Hutton

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

U.S.

SOLE VOTING POWER

5

NUMBER OF

-0-

SHARES

SHARED VOTING POWER

6

BENEFICIALLY

4,197,436

OWNED BY

SOLE DISPOSITIVE POWER

7

EACH

REPORTING

-0-

PERSON

SHARED DISPOSITIVE POWER

8

WITH

4,197,436

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,197,436

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

11.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY).

Russell C. Hirsch

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

U.S.

SOLE VOTING POWER

5

NUMBER OF 12,646

SHARES

SHARED VOTING POWER

6

BENEFICIALLY OWNED BY 4,197,436

OWNED BY

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 12,646

PERSON

SHARED DISPOSITIVE POWER

8

WITH 4,197,436

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,210,082

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

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

11.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Item 1.

(a) Name of Issuer:

Intuitive Surgical, Inc.

(b) Address of Issuer's Principal Executive Offices:

1340 W. Middlefield Road
Mountain View, CA 94043

Item 2.

(a) Name of Persons Filing:

Mayfield VIII, a California Limited Partnership
Mayfield VIII Management, L.L.C.
Mayfield Associates Fund II, a California Limited Partnership
Yogen K. Dalal
F. Gibson Myers, Jr.
Kevin A. Fong
William D. Unger
Wendell G. Van Auken, III
Michael J. Levinthal
A. Grant Heidrich, III
Wende S. Hutton
Russell C. Hirsch

(b) Address of Principal Business Office:

c/o Mayfield Fund
2800 Sand Hill Road
Menlo Park, CA 94025

(c) Citizenship:

Mayfield VIII and Mayfield Associates Fund II are California Limited Partnerships.
Mayfield VIII Management is a Delaware Limited Liability Company.
The individuals listed in Item 2(a) are U.S. citizens.

(d) Title of Class of Securities:

Common Stock, par value \$0.001

(e) CUSIP Number:

46120E10

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:

Not applicable

Item 4. Ownership.

The information regarding ownership as set forth in Items 5-9 of Pages 2-13 hereto, is hereby incorporated by reference.

For a summary of total ownership by all Reporting Persons, see Exhibit 3 hereto.

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 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.

SIGNATURES

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 13, 2001

MAYFIELD VIII
A California Limited Partnership
By: Mayfield VIII Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD VIII MANAGEMENT, L.L.C.

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND II
A California Limited Partnership

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

MICHAEL J. LEVINTHAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDE S. HUTTON

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

RUSSELL C. HIRSCH

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

EXHIBIT INDEX

Exhibit 1 - Joint Filing Agreement

Exhibit 2 - Powers of Attorney

Exhibit 3 - Ownership Summary

Page 18 of 38 pages.

EXHIBIT 1

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1)(iii), we the undersigned agree that the Schedule 13G, to which this Joint Filing Agreement is attached as Exhibit 1, is filed on behalf of each of us.

Date: February 13, 2001

MAYFIELD VIII
A California Limited Partnership
By: Mayfield VIII Management, L.L.C.
Its General Partner

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD VIII MANAGEMENT, L.L.C.

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

MAYFIELD ASSOCIATES FUND II
A California Limited Partnership

By: /s/ James T. Beck

James T. Beck, Authorized Signatory

YOGEN K. DALAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

F. GIBSON MYERS, JR.

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

KEVIN A. FONG

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WILLIAM D. UNGER

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDELL G. VAN AUKEN, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

MICHAEL J. LEVINTHAL

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

A. GRANT HEIDRICH, III

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

WENDE S. HUTTON

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

RUSSELL C. HIRSCH

By: /s/ James T. Beck

James T. Beck, Attorney In Fact

EXHIBIT 2

RESOLUTION OF SIGNATURE AUTHORITY
FOR JAMES T. BECK

This Resolution is formed and entered into as of the 1st day of May, 2000, by and among James T. Beck ("Beck"), Mayfield Associates Fund, a California limited partnership ("Associates"), Mayfield Associates Fund II, a California limited partnership ("Associates II"), Mayfield Associates Fund III, a California limited partnership ("Associates III"), Mayfield Associates Fund IV, a Delaware limited partnership ("Associates IV"), Mayfield Associates Fund V, a Delaware limited partnership ("Associates V"), Mayfield Associates Fund VI, a Delaware limited partnership ("Associates VI"), Mayfield III, a California limited partnership ("Mayfield III"), Mayfield IV, a California limited partnership ("Mayfield IV"), Mayfield V, a California limited partnership ("Mayfield V"), Mayfield VI Investment Partners, a California limited partnership ("Mayfield VI"), Mayfield VII, a California limited partnership ("Mayfield VII"), Mayfield VIII, a California limited partnership ("Mayfield VIII"), Mayfield IX, a Delaware limited partnership ("Mayfield IX"), Mayfield X, a Delaware limited partnership ("Mayfield X"), Mayfield XI, a Delaware limited partnership ("Mayfield XI"), Mayfield XI Qualified, a Delaware limited partnership ("Mayfield XI Qualified"), Mayfield Software Partners, a California partnership ("Mayfield Software Partners"), Mayfield Software Technology Partners, a California partnership ("Mayfield Software Technology Partners"), Mayfield Medical Partners, a California partnership ("Mayfield Medical Partners"), Mayfield Medical Partners 1992, a California partnership ("Mayfield Medical Partners 1992"), Mayfield V Management Partners, a California limited partnership ("Mayfield V Management"), Mayfield VI Management Partners, a California limited partnership ("Mayfield VI Management"), Mayfield VII Management Partners, a California limited partnership ("Mayfield VII Management"), Mayfield VIII Management, L.L.C., a Delaware limited liability company ("Mayfield VIII Management"), Mayfield IX Management, L.L.C., a Delaware limited liability company ("Mayfield IX Management"), Mayfield X Management, L.L.C., a Delaware limited liability company ("Mayfield X Management"), Mayfield XI Management, L.L.C., a Delaware limited liability company ("Mayfield XI Management"), Mayfield Principals Fund, L.L.C., a Delaware limited liability company ("Mayfield Principals Fund"), Mayfield Principals Fund II, L.L.C., a Delaware limited liability company ("Mayfield Principals Fund II"), MF Partners, a California partnership ("MF Partners"), Mayfield Partners, a California partnership ("Mayfield Partners"), Mayfield '94 Partners, a California limited partnership ("Mayfield '94 Partners"), Mayfield '96 Partners, a California limited partnership ("Mayfield '96 Partners"), Valley Partners I, a California partnership ("Valley Partners I"), Valley Partners II, a California partnership ("Valley Partners II"), Valley Partners III, a California partnership ("Valley Partners III"), and MUHL Partners, a California partnership ("MUHL Partners") (with Associates, Associates II, Associates III, Associates IV, Associates V, Associates VI, Mayfield III, Mayfield IV, Mayfield V, Mayfield VI, Mayfield VII, Mayfield VIII, Mayfield IX, Mayfield X, Mayfield XI, Mayfield XI Qualified, Mayfield Software Partners, Mayfield Software Technology Partners, Mayfield Medical Partners, Mayfield Medical Partners 1992, Mayfield V Management, Mayfield VI Management, Mayfield VII Management, Mayfield VIII Management, Mayfield IX Management, Mayfield X Management, Mayfield XI Management, Mayfield Principals Fund,

Mayfield Principals Fund II, MF Partners, Mayfield Partners, Mayfield '94 Partners, Mayfield '96 Partners, Valley Partners I, Valley Partners II, Valley Partners III, and MUHL Partners being hereinafter collectively referred to as the "Mayfield Entities"), and Mayfield Fund, L.L.C., a Delaware limited liability company (the "Company"), the service company with respect to the Mayfield Entities.

WITNESSETH

WHEREAS: The Company and the General Partners of the Mayfield Entities desire

to empower the Controller of the Company, Beck, to take certain actions and to execute certain documents on behalf of the Company and the Mayfield Entities;

RESOLVED: Beck is authorized and empowered to open and maintain bank accounts,

to deposit or withdrawal funds, to execute checks, and to take to any actions and execute any appropriate documents in connection therewith on behalf of the Company and the Mayfield Entities;

RESOLVED FURTHER: That Beck is authorized and empowered to take all other

actions and execute all other documents necessary or appropriate to the day-to-day management of the Company and the Mayfield Entities, and to appoint Beck signing singly, as true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, forms (including any amendments or supplements) relating to transactions in securities in which the undersigned may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming

any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the parties hereto have caused this Resolution to be executed as of the date first above written.

/s/ James T. Beck

James T. Beck

MAYFIELD FUND, L.L.C.
A DELAWARE LIMITED LIABILITY
COMPANY

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD ASSOCIATES FUND,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ A. Grant Heidrich, III

General Partner

MAYFIELD ASSOCIATES FUND II,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ A. Grant Heidrich, III

General Partner

MAYFIELD XI QUALIFIED,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD XI MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD SOFTWARE PARTNERS,
A CALIFORNIA PARTNERSHIP

By: MAYFIELD VI INVESTMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
General Partner of Mayfield VI Investment
Partners

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD SOFTWARE TECHNOLOGY PARTNERS,
A CALIFORNIA PARTNERSHIP

By: MAYFIELD VI INVESTMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
General Partner of Mayfield VI Investment Partners

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD MEDICAL PARTNERS,
A CALIFORNIA PARTNERSHIP

By: MAYFIELD VI INVESTMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
General Partner of Mayfield VI Investment Partners

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD MEDICAL PARTNERS 1992,
A CALIFORNIA PARTNERSHIP

By: MAYFIELD VII,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: MAYFIELD VII MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
General Partner of Mayfield VII

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD V MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VII MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VIII MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD IX MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY
COMPANY

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD X MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY
COMPANY

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD PRINCIPALS FUND, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY

By: MAYFIELD X MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD PRINCIPALS FUND II, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY

By: MAYFIELD XI MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD PARTNERS,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD '94 PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD '96 PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MF PARTNERS,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MUHL PARTNERS,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

VALLEY PARTNERS,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

VALLEY PARTNERS II,
A CALIFORNIA PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

VALLEY PARTNERS III,
A CALIFORNIA PARTNERSHIP

By: /s/ Yogen K. Dalal

General Partner

MAYFIELD ASSOCIATES FUND III,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD VIII MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD ASSOCIATES FUND IV,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD IX MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD ASSOCIATES FUND V,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD X MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD ASSOCIATES FUND VI,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD XI MANAGEMENT, L.L.C.,
A DELAWARE LIMITED COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD III,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD IV,
A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD V,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD V MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VI INVESTMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD VI MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED COMPANY
Its General Partner

By: /s/ F. Gibson Myers, Jr.

General Partner

MAYFIELD VII,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD VII MANAGEMENT PARTNERS,
A CALIFORNIA LIMITED PARTNERSHIP
Its General Partner

By: /s/ F. Gibson Myers, Jr.

MAYFIELD VIII,
A CALIFORNIA LIMITED PARTNERSHIP

By: MAYFIELD VIII MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD IX,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD IX MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD X,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD X MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

MAYFIELD XI,
A DELAWARE LIMITED PARTNERSHIP

By: MAYFIELD XI MANAGEMENT, L.L.C.,
A DELAWARE LIMITED LIABILITY COMPANY
Its General Partner

By: /s/ Yogen K. Dalal

Managing Member

POWER OF ATTORNEY

For Executing Securities and Exchange Commission Filings

Known all by these present, that the undersigned hereby constitutes and appoints James T. Beck signing singly, his or her true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company, a partner of any limited or general partnership, an officer, director or stockholder of any corporation or otherwise as an authorized signatory of any entity for which the undersigned is authorized to sign) forms (including any amendments or supplements) relating to transactions in securities in which the undersigned, individually or by entities controlled by Mayfield Fund and its affiliates, may have a reporting obligation, in accordance with Section 16(a) or Section 13 of the Securities Exchange Act of 1934 and the rules thereunder and in connection with any applications for EDGAR access codes;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such forms and the filing of such forms with the United States Securities and Exchange Commission and any other authority;
3. Take any other action on connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16(a) or Section 13 of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ Yogen K. Dalal

Yogen K. Dalal

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ Frank G. Myers, Jr.

Frank G. Myers, Jr.

POWER OF ATTORNEY
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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ Kevin A. Fong

Kevin A. Fong

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ William D. Unger

William D. Unger

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ Wendell G. Van Auken III

Wendell G. Van Auken III

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ Michael J. Levinthal

Michael J. Levinthal

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ A. Grant Heidrich III

A. Grant Heidrich III

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ Wende S. Hutton

Wende S. Hutton

POWER OF ATTORNEY
For Executing Securities and Exchange Commission Filings

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as this 22nd day of May 2000.

/s/ Russell C. Hirsch

Russell C. Hirsch

EXHIBIT 3

Name of Reporting Person	Number of Shares (Direct) (6)	Number of Shares (Indirect)	Percent of Class Beneficially Owned (1)
Mayfield VIII, a California Limited Partnership	4,197,436 (2)	-0-	11.8%
Mayfield VIII Management, L.L.C.	-0-	4,197,436 (2)	11.8%
Mayfield Associates Fund II, a California Limited Partnership	220,917 (3)	-0-	0.6%
Yogen K. Dalal	37,941	4,525,352 (4)(5)	12.8%
F. Gibson Myers	-0-	4,525,352 (4)(5)	12.7%
Kevin A. Fong	-0-	4,418,353 (4)	12.4%
William D. Unger	25,295	4,525,352 (4)(5)	12.8%
Wendell G. Van Auken, III	-0-	4,525,352 (4)(5)	12.7%
Michael J. Levinthal	-0-	4,418,353 (4)	12.4%
A. Grant Heidrich, III	-0-	4,418,353 (4)	12.4%
Wende S. Hutton	-0-	4,197,436 (4)	11.8%
Russell C. Hirsch	12,646	4,197,436 (4)	11.8%
Total	4,601,234		12.9%

(1) The respective percentages set forth in this column were obtained by dividing the number of shares by the aggregate number of outstanding shares of Common Stock as of November 13, 2000 as reported in the Issuer's Form 10-Q for the quarter ended September 30, 2000.

(2) Represents 4,197,436 shares held directly by Mayfield VIII, of which Mayfield VIII Management is the sole General Partner.

(3) Represents 220,917 shares held directly by Mayfield Associates Fund II.

(4) Includes shares held directly by Mayfield VIII and Mayfield Associates Fund II. The individual Reporting Persons are Members of Mayfield VIII Management, which is the General Partner of Mayfield VIII. The individual Reporting Persons may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by Mayfield VIII, but disclaim such beneficial ownership. The individual Reporting Persons, other than Ms. Hutton and Mr. Hirsch, are also General Partners of Mayfield Associates Fund II. Ms. Hutton and Mr. Hirsch are limited partners of Mayfield Associates Fund II. The individual Reporting Persons, other than Ms. Hutton and Mr. Hirsch, may be deemed to have shared voting and dispositive power over the shares which are or may be deemed to be beneficially owned by Mayfield Associates Fund II, but disclaim such beneficial ownership.

(5) Includes 106,999 shares held in OR Trust, a trust for which Mr. Dalal, Mr. Myers, Mr. Unger, Mr. Van Auken, and a former employee of Mayfield serve as trustees, and of which Mr. Dalal, Mr. Myers, Mr. Unger, Mr. Van Auken, and such former employee or their family trusts are beneficiaries. Mr. Dalal, Mr. Myers, Mr. Unger, and Mr. Van Auken may be deemed to have shared voting and dispositive power over the shares held in OR Trust, but disclaim such beneficial ownership except to the extent of their economic interest.

(6) Each individual Reporting Person expressly disclaims that he or she is the beneficial owner of any shares which are held by any other individual Reporting Person in his or her individual capacity. Shares held directly by individual Reporting Persons, other than those shares held by Mr. Hirsch, are held as trustee.

