

Edgar Filing: ART TECHNOLOGY GROUP INC - Form SC 13D/A

ART TECHNOLOGY GROUP INC
Form SC 13D/A
September 29, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3) *

ART TECHNOLOGY GROUP, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

CUSIP NO. 458727 20 3

(CUSIP Number)

James H. Denedy
Mitchell-Wright Technology Group, LLC
8060 Montgomery Road, Suite 205
Cincinnati, OH 45236

Richard S. Rofe
Mitchell-Wright Technology Group, LLC
185 Great Neck Road, Suite 460
Great Neck, NY 11020

(513) 792-5100

(516) 466-5258

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

September 28, 2004

(Date of Event Which Requires
Filing of This Statement)

If the person filing 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 ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*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

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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).

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

SSH Partners I, LLP

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person with:

(7) Sole Voting Power

125,000

(8) Shared Voting Power

0

(9) Sole Dispositive Power

125,000

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
125,000

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

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(13) Percent of Class Represented by Amount in Row (11)
0.2%

(14) Type of Reporting Person (See Instructions)
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Mitchell-Wright Technology Group, LLC 41-2142179

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items
2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each
Reporting Person with:

(7) Sole Voting Power

125,000

(8) Shared Voting Power

0

(9) Sole Dispositive Power

125,000

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
125,000

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(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.2%

(14) Type of Reporting Person (See Instructions)
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Mitchell-Wright, LLC

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

| | | |
|--|-----|------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person with: | (7) | Sole Voting Power |
| | | 125,000 |
| | (8) | Shared Voting Power |
| | | 0 |
| | (9) | Sole Dispositive Power |
| | | 125,000 |

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(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
125,000

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.2%

(14) Type of Reporting Person (See Instructions)
00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

James Denedy

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

(3) Sec Use Only

(4) Source of Funds (see instructions) PF/AF

(5) Check if disclosure of legal proceedings is required pursuant to Items
2(d) or 2(e).

(6) Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each (7) Sole Voting Power
Reporting Person with:

145,000

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(8) Shared Voting Power

0

(9) Sole Dispositive Power

145,000

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
145,000

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.2%

(14) Type of Reporting Person (See Instructions)
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Arcadia Partners, L.P.

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items
2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

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Number of Shares Beneficially Owned by Each Reporting Person with: (7) Sole Voting Power
36,744

(8) Shared Voting Power
0

(9) Sole Dispositive Power
36,744

(10) Shared Dispositive Power
0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
36,744

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.0%

(14) Type of Reporting Person (See Instructions)
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).
Arcadia Capital Management, LLC

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

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(6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person with:

(7) Sole Voting Power

36,744

(8) Shared Voting Power

0

(9) Sole Dispositive Power

36,744

(10) Shared Dispositive Power

0

(11) Aggregate Amount Beneficially Owned by Each Reporting Person

36,744

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)

0.0%

(14) Type of Reporting Person (See Instructions)

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Richard Rofe

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

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(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization

USA

| | | | |
|--|------|--------------------------|---------|
| Number of Shares Beneficially Owned by Each Reporting Person with: | (7) | Sole Voting Power | |
| | | | 172,244 |
| | (8) | Shared Voting Power | |
| | | | 0 |
| | (9) | Sole Dispositive Power | |
| | | | 172,244 |
| | (10) | Shared Dispositive Power | |
| | | | 0 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
172,244

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.2%

(14) Type of Reporting Person (See Instructions)
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Parche, LLC

20-0870632

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

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(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person with:

(7) Sole Voting Power

0

(8) Shared Voting Power

643,176

(9) Sole Dispositive Power

(10) Shared Dispositive Power

643,176

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
643,176

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
0.9%

(14) Type of Reporting Person (See Instructions)
00

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

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Starboard Value & Opportunity Fund, LLC

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization
Delaware

| | | | |
|--|------|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person with: | (7) | Sole Voting Power | 0 |
| | (8) | Shared Voting Power | 3,376,680 |
| | (9) | Sole Dispositive Power | 0 |
| | (10) | Shared Dispositive Power | 3,376,680 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
3,376,680

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
4.6%

(14) Type of Reporting Person (See Instructions)
00

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Admiral Advisors, LLC

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each Reporting Person with:

| | |
|------|--------------------------|
| (7) | Sole Voting Power |
| | 0 |
| (8) | Shared Voting Power |
| | 4,019,856 |
| (9) | Sole Dispositive Power |
| | 0 |
| (10) | Shared Dispositive Power |
| | 4,019,856 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
4,019,856

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
5.4%

(14) Type of Reporting Person (See Instructions)
00

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 (1) Names of Reporting Persons.
 S.S. or Identification Nos. of above persons (entities only).

 Ramius Capital Group, LLC

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization

 Delaware

| | | |
|--|------|--------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person with: | (7) | Sole Voting Power |
| | | 0 |
| | (8) | Shared Voting Power |
| | | 4,019,856 |
| | (9) | Sole Dispositive Power |
| | | 0 |
| | (10) | Shared Dispositive Power |
| | | 4,019,856 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
 4,019,856

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
 5.4%

(14) Type of Reporting Person (See Instructions)

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

C4S & Co., LLC

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items
2(d) or 2(e).

(6) Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned by Each
Reporting Person with:

(7) Sole Voting Power

0

(8) Shared Voting Power

4,019,856

(9) Sole Dispositive Power

0

(10) Shared Dispositive Power

4,019,856

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
4,019,856

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

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(13) Percent of Class Represented by Amount in Row (11)
5.4%

(14) Type of Reporting Person (See Instructions)
00

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Peter A. Cohen

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e).

(6) Citizenship or Place of Organization

USA

| | | | |
|--|------|--------------------------|-----------|
| Number of Shares Beneficially Owned by Each Reporting Person with: | (7) | Sole Voting Power | 0 |
| | (8) | Shared Voting Power | 4,019,856 |
| | (9) | Sole Dispositive Power | 0 |
| | (10) | Shared Dispositive Power | 4,019,856 |

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
4,019,856

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(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
5.4%

(14) Type of Reporting Person (See Instructions)
IN

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Morgan B. Stark

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items
2(d) or 2(e).

(6) Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each
Reporting Person with:

(7) Sole Voting Power

0

(8) Shared Voting Power

4,019,856

(9) Sole Dispositive Power

0

(10) Shared Dispositive Power

4,019,856

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(11) Aggregate Amount Beneficially Owned by Each Reporting Person
4,019,856

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
5.4%

(14) Type of Reporting Person (See Instructions)
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Jeffrey M. Solomon

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items
2(d) or 2(e).

(6) Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each
Reporting Person with:

(7) Sole Voting Power

0

(8) Shared Voting Power

4,019,856

(9) Sole Dispositive Power

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0

(10) Shared Dispositive Power

4,019,856

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
4,019,856

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) //

(13) Percent of Class Represented by Amount in Row (11)
5.4%

(14) Type of Reporting Person (See Instructions)
IN

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(1) Names of Reporting Persons.
S.S. or Identification Nos. of above persons (entities only).

Thomas W. Strauss

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

(3) Sec Use Only

(4) Source of Funds (see instructions) WC

(5) Check if disclosure of legal proceedings is required pursuant to Items
2(d) or 2(e).

(6) Citizenship or Place of Organization

USA

Number of Shares Beneficially Owned by Each Reporting Person with:

(7) Sole Voting Power

0

(8) Shared Voting Power

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| | | |
|-------|--|--------------------------|
| | | 4,019,856 |
| | (9) | Sole Dispositive Power |
| | | 0 |
| | (10) | Shared Dispositive Power |
| | | 4,019,856 |
| ----- | | |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 4,019,856 | |
| ----- | | |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) // | |
| ----- | | |
| (13) | Percent of Class Represented by Amount in Row (11) | |
| | 5.4% | |
| ----- | | |
| (14) | Type of Reporting Person (See Instructions) | |
| | IN | |

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ITEM 1. SECURITY AND ISSUER

This Amendment No. 3 to Schedule 13D relates to shares of the Common Stock, par value \$0.01 per share ("Common Stock"), of Art Technology Group, Inc. (the "Issuer" or the "Company") and is being filed on behalf of the undersigned to amend the Schedule 13D which was originally filed on August 24, 2004, and amended on September 10, 2004 and September 20, 2004 (the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

This Amendment No. 3 to Schedule 13D is filed by a group consisting of SSH Partners I, LP, Mitchell-Wright Technology Group, LLC, Mitchell-Wright, LLC, James Dennedy, Arcadia Partners, L.P., Arcadia Capital Management, LLC, Richard Rofe, Parche, LLC, Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon, and Thomas W. Strauss (collectively, the "Reporting Persons").

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The additional shares of Common Stock purchased by the Reporting Persons since the filing of the Schedule 13D, as described in Item 5 below, were made in open market transactions. All such purchases of Common Stock by each of the Reporting Persons were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business. The amount of funds expended for such purchases was \$21,000 by Parche, LLC, and

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approximately \$110,000 by Starboard Value & Opportunity Fund, LLC.

ITEM 4. PURPOSE OF THE TRANSACTION

On September 28, 2004, Mitchell-Wright Technology Group, LLC, Mitchell-Wright, LLC, SSH Partners I, LP, Arcadia Partners, L.P., Arcadia Capital Management, LLC, James Dennedy and Richard Rofo filed a preliminary proxy statement with the Securities and Exchange Commission in connection with their solicitation of proxies against the proposal to issue shares of the Company's common stock in connection with the proposed merger involving the Company and Primus Knowledge Solutions, Inc. at the special meeting of stockholders of the Company to be held on October 22, 2004 and at any adjournments or postponements thereof.

SHAREHOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO SOLICITATION OF PROXIES BY MITCHELL-WRIGHT TECHNOLOGY GROUP, LLC, SSH PARTNERS I, LP, MITCHELL-WRIGHT, LLC, JAMES DENNEDY, ARCADIA PARTNERS, L.P., ARCADIA CAPITAL MANAGEMENT, LLC AND RICHARD ROFO FROM THE SHAREHOLDERS OF ART TECHNOLOGY GROUP, INC. FOR USE AT ITS SPECIAL MEETING WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO SHAREHOLDERS OF ART TECHNOLOGY GROUP, INC. AND WILL BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a), (b)

As of September 28, 2004, the aggregate number of shares of Common Stock to which this Schedule 13D relates is 4,337,100 shares, representing 5.9% of the 73,889,870 shares of Common Stock reported by the Company to be issued and outstanding as of September 9, 2004, in its joint proxy statement/prospectus on Form S-4 filed with the Securities and Exchange Commission on September 22, 2004. The Reporting Persons beneficially own those shares as follows:

As of the date hereof, Parche, LLC beneficially owns an aggregate of 643,176 shares of Common Stock, representing approximately 0.9% of the shares of Common Stock presently outstanding. In addition, by virtue of the relationships described under Item 2 of this Schedule 13D, each of Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to have an indirect beneficial ownership of all the shares of Common Stock beneficially owned by Parche, LLC.

As of the date hereof, Starboard Value & Opportunity Fund, LLC beneficially owns an aggregate of 3,376,680 shares of Common Stock, representing approximately 4.6% of the outstanding shares of Common Stock. In addition, by virtue of the relationships described under Item 2 of this Schedule 13D, each of Admiral Advisors, LLC, Ramius Capital Group, LLC, C4S & Co., LLC, Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to have an indirect beneficial ownership of all the shares of Common Stock beneficially owned by Starboard Value & Opportunity Fund, LLC.

Each of Messrs. Cohen, Stark, Solomon and Strauss shares voting and dispositive power with respect to both the 643,176 shares of Common Stock owned by Parche, LLC and the 3,376,680 shares of Common Stock owned by Starboard Value & Opportunity Fund, LLC by virtue of their status as joint managing members of C4S & Co., LLC, the Managing Member of Ramius Capital Group, LLC, which in turn is the Managing Member of Admiral Advisors, LLC, which is the Managing Member of both Parche, LLC and Starboard Value & Opportunity Fund, LLC.

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Messrs. Cohen, Stark, Solomon, and Strauss, C4S & Co., LLC, Ramius Capital Group, LLC and Admiral Advisors, LLC each disclaim beneficial ownership of the shares of the Issuer's Common Stock held of record by Parche, LLC and Starboard Value & Opportunity Fund, LLC, and the filing of this Schedule 13D shall not be construed as an admission that any such person is the beneficial owner of any such securities.

(c) Not applicable

(d) Not applicable

(e) Not applicable

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

MWTG, Parche, LLC, and Starboard Value and Opportunity Fund, LLC have an agreement pursuant to which MWTG provides advice and services with respect to the parties' investments in the Common Stock of the Issuer, among other matters. Under such agreement, the parties agree to coordinate the acquisition and disposition of Common Stock of the Issuer with MWTG and to cooperate with respect to proxy votes and related matters (however, each of the parties to the agreement retains the sole discretion over acquisitions and dispositions of, and voting authority over, the shares of Common Stock that it holds). For such services, MWTG receives an amount equal to a percentage of the profits realized by such parties on their investment in the Issuer. The parties have also agreed to share expenses incurred by the group.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None

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.

September 28, 2004

SSH Partners I, LP
By: Mitchell-Wright Technology Group, LLC,
its General Partner
/s/ James Dennedy

By: James Dennedy
Managing Member

September 28, 2004

Mitchell-Wright Technology Group, LLC
By: Mitchell-Wright, LLC, its Managing
Member
/s/ James Dennedy

By: James Dennedy
Managing Member

September 28, 2004

Mitchell-Wright, LLC
/s/ James Dennedy

By: James Dennedy

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Managing Member

September 28, 2004

/s/ James Denedy

James Denedy

September 28, 2004

Arcadia Partners, L.P.

By: Arcadia Capital Management, LLC, its
General Partner

/s/ Richard Rofe

By: Richard Rofe
Member

September 28, 2004

Arcadia Capital Management, LLC

/s/ Richard Rofe

By: Richard Rofe
Member

September 28, 2004

/s/ Richard Rofe

Richard Rofe

September 28, 2004

Parche, LLC

By: Admiral Advisors, LLC, its managing
member

/s/ Jeffrey M. Solomon

By: Jeffrey M. Solomon
Authorized Signatory

September 28, 2004

Starboard Value & Opportunity Fund, LLC

By: Admiral Advisors, LLC, its managing
member

/s/ Jeffrey M. Solomon

By: Jeffrey M. Solomon
Authorized Signatory

September 28, 2004

Ramius Capital Group, LLC

By: C4S & Co., LLC, its Managing Member

/s/ Jeffrey M. Solomon

By: Jeffrey M. Solomon
Authorized Signatory

September 28, 2004

C4S & Co., LLC

/s/ Jeffrey M. Solomon

By: Jeffrey M. Solomon
Authorized Signatory

September 28, 2004

/s/ Peter A. Cohen

Peter A. Cohen

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September 28, 2004 /s/ Morgan B. Stark

Morgan B. Stark

September 28, 2004 /s/ Jeffrey M. Solomon

Jeffrey M. Solomon

September 28, 2004 /s/ Thomas W. Strauss

Thomas W. Strauss

SCHEDULE I

This schedule sets forth information with respect to each purchase and sale of Common Stock which was effectuated by a Reporting Person since the filing of the most recent amendment to the Schedule 13D. All transactions were effectuated in the open market through a broker.

Parche, LLC

| Date | Number of Shares Purchased/ (Sold) | Price Per Share(1) |
|-----------|---------------------------------------|--------------------|
| ----- | ----- | ----- |
| 9/23/2004 | 2,400 | \$0.96 |
| 9/24/2004 | 4,000 | \$0.96 |
| 9/27/2004 | 5,600 | \$0.93 |
| 9/28/2004 | 10,400 | \$0.93 |

Starboard Value and Opportunity Fund, LLC

| Date | Number of Shares Purchased/ (Sold) | Price Per Share(1) |
|-----------|---------------------------------------|--------------------|
| ----- | ----- | ----- |
| 9/23/2004 | 12,600 | \$0.96 |
| 9/24/2004 | 21,000 | \$0.96 |
| 9/27/2004 | 29,400 | \$0.93 |
| 9/28/2004 | 54,600 | \$0.93 |

(1) Excludes commissions and other execution-related costs.