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USDATA CORP
Form 4
April 09, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

OMB APPROVAL

OMB Number 3235-0287
Expires: December 31, 2001
Estimated average burden
hours per response.....0.5

1. Name and Address of Reporting Person*

SCP Private Equity Partners II, L.P.

(Last) (First) (Middle)

435 Devon Park Drive, Building 300

(Street)

Wayne, PA 19087

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

USDATA Corporation (USDC)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

01/2001

5. If Amendment, Date of Original (Month/Year)

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Explanation of Responses:

(FN1) On January 31, 2001, SCP L.P. elected to exercise its right to convert its shares of Series A-1 Preferred Stock of eMake Corporation ("eMake"), a subsidiary of the Issuer, into 132,500 shares of the Company's Series B Preferred Stock pursuant to an exchange agreement under which the Issuer granted SCP the right to exchange certain securities of eMake for Series B Preferred Stock of the Issuer. The 132,500 shares of Series B Preferred Stock acquired by SCP are convertible into 2,175,698 shares of the Company's Common Stock. For purposes of Section 16 reporting, SCP is deemed to be a direct beneficial owner of the derivative securities of the Issuer disclosed herein. SCP Private Equity II, LLC (the "Manager") is deemed to be an indirect beneficial owner of the derivative securities of the Issuer disclosed herein because of a contractual agreement with SCP which grants the Manager the power to make voting and investment decisions regarding the securities held by SCP.

/s/ Wayne B. Weisman

April 9, 2001

**Signature of Reporting Person

Date

Name: Wayne B. Weisman
Title: A Manager of SCP Private Equity II, LLC, the Manager of SCP Private Equity II General Partner, L.P., the General Partner of the Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Page 2

Joint Filer Information

Name: SCP Private Equity II, LLC
Address: 435 Devon Park Drive, Building 300
Wayne, Pennsylvania 19087
Designated Filer: SCP Private Equity Partners II, L.P.
Issuer & Ticker Symbol: USDATA Corporation (USDC)
Date of Event Requiring Statement: January 31, 2001
Signature: By: /s/ Wayne B. Weisman

Name: Wayne B. Weisman

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Title: Manager

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