

USDATA CORP  
 Form 4  
 October 02, 2002  
 SEC Form 4

<p><b>FORM 4</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(h) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*</p> <p><b>SCP Private Equity Partners II, L.P.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>435 Devon Park Drive Building 300</b></p> <hr/> <p>(Street)</p> <p><b>Wayne, PA 19087</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>USDATA Corporation (USDC)</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>10/01/2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person  <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	A/D	Price			
Common Stock	10/01/2002		P		26,746	A	(FN1)	1,029,928	D	(FN3)
Common Stock	10/01/2002		P		1,003,182	A	(FN1)	1,029,928	D	(FN3)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Date
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		Day/ Year)			(Instr. 3, 4 and 5)		DE	ED	Title	Amount or Number of Shares		Tran (Inst
			Code	V	A	D						
Series C-1 Preferred Stock	(FN2)	09/30/2002	P		21,250		Presently	None	Common Stock	425,000 (FN2)	(FN1)	7
Warrant to Purchase Series C-2 Preferred Stock	\$40.00 per share	09/30/2002	P		(FN1)		Presently	03/30/2011	Common Stock	212,500 (FN2)	(FN1)	(
Series A Preferred Stock	(FN2)	10/01/2002	P		50,000		Presently	None	Common Stock	268,100 (FN2)	(FN1)	5
Series B Preferred Stock	(FN2)	10/01/2002	P		132,500		Presently	None	Common Stock	490,257 (FN2)	(FN1)	26

Explanation of Responses:

(FN1)On September 30, 2002, SCP Private Equity Partners II, L.P. ("SCP") purchased 21,250 shares of the Series C-1 Preferred Stock of the Issuer (the "Series C-1 Preferred") at a purchase price of \$40.00 per share, and in connection with such purchase, received a warrant from the Issuer, for no additional consideration, to purchase 10,625 shares of the Series C-2 Preferred Stock of the Issuer (the "Series C-2 Preferred") at an initial exercise price of \$40.00 per share, subject to adjustment upon the occurrence of certain events. On October 1, 2002, SCP purchased 26,746 shares of Common Stock of the Issuer (the "Common Stock") for an aggregate purchase price of \$4,612. On October 1, 2002, SCP also purchased the following securities for an aggregate purchase price of \$300,000 (a) 322,405 shares of Common Stock and 50,000 shares of Series A Preferred Stock of the Issuer (the "Series A Preferred") from Safeguard Delaware, Inc., (b) 680,777 shares of Common Stock from Safeguard Scientifics (Delaware), Inc., (c) 132,500 shares of Series B Preferred Stock of the Issuer (the "Series B Preferred") from Safeguard 2000 Capital, L.P.; and (d) warrants to purchase 5,300,000 shares of Series A-2 Preferred Stock of eMake Corporation.

(FN2) Subject to increase for dividends and dilutive issuances, (a) each share of Series A Preferred is convertible into approximately 4.30 shares of Common Stock; (b) each share of Series B Preferred is convertible into approximately 3.28 shares of Common Stock; and (c) each share of Series C-1 Preferred and Series C-2 Preferred is convertible into 20 shares of the Common Stock. The 50,000 shares of Series A Preferred acquired by SCP have accrued dividends as of August 31, 2002 that entitle SCP to receive an aggregate of 268,100 shares of Common Stock for such shares upon conversion of the Series A Preferred owned by SCP. The 132,500 shares of Series B Preferred acquired by SCP have accrued dividends as of August 31, 2002 that entitle SCP to receive an aggregate of 490,257 shares of Common Stock for such shares upon conversion of the Series B Preferred.

(FN3)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.

JOINT FILER INFORMATION

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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)  
Statement for Month/Day/Year: October 1, 2002  
Signature: By: /s/ Winston J. Churchill  
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Name: Winston J. Churchill  
Title: a manager

By:  
/s/ Winston J. Churchill

October 1, 2002

\*\* Signature of Reporting Person

Date

SEC 1474 (8-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* 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 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.