

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) (1)

Discovery Partners International, Inc.
(Name of Issuer)

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

25467510
(CUSIP Number)

December 31, 2001
(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).

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CUSIP No. 25467510

Page 2 of 17 pages.

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 (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

- Number of 5. Sole Voting Power

Shares

-0-

Beneficially
Owned By

6. Shared Voting Power

-0-

Each
Reporting

7. Sole Dispositive Power

-0-

Person
With

8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

PN

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CUSIP No. 25467510

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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

(a) []

(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of
Shares

5. Sole Voting Power

-0-

Beneficially
Owned By

6. Shared Voting Power

5,365

Each
Reporting

7. Sole Dispositive Power

-0-

Person
With

8. Shared Dispositive Power

5,365

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,365

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

00

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CUSIP No. 25467510

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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 (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

California

Number of Shares 5. Sole Voting Power
-0-

Beneficially Owned By 6. Shared Voting Power
-0-

Each Reporting Person 7. Sole Dispositive Power
-0-

Person With 8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

-0-

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0%

12. Type of Reporting Person

Name of Reporting Person

1. I.R.S. Identification No. of Above Persons (Entities Only)

Yogen K. Dalal

Check the Appropriate Box if a Member of a Group

2. (a) []
(b) [X]

SEC Use Only

3.

Citizenship or Place of Organization

4. U.S.

Sole Voting Power

5. NUMBER OF SHARES 153

Shared Voting Power

6. BENEFICIALLY OWNED BY -0-

Sole Dispositive Power

7. EACH REPORTING PERSON 153

Shared Dispositive Power

8. WITH -0-

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 153

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

10. []

Percent of Class Represented by Amount in Row (9)

11. 0%

Type of Reporting Person

12. IN

Name of Reporting Person

1. I.R.S. Identification No. of Above Persons (Entities Only)

F. Gibson Myers, Jr.

Check the Appropriate Box if a Member of a Group

2. (a)
(b)

SEC Use Only
3.

Citizenship or Place of Organization
4. U.S.

Sole Voting Power
5. NUMBER OF SHARES 155

Shared Voting Power
6. BENEFICIALLY OWNED BY -0-

Sole Dispositive Power
7. EACH REPORTING PERSON 155

Shared Dispositive Power
8. WITH -0-

Aggregate Amount Beneficially Owned by Each Reporting Person
9. 155

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
10.

Percent of Class Represented by Amount in Row (9)
11. 0%

Type of Reporting Person
12. IN

13G

CUSIP No. 25467510

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Name of Reporting Person
1. I.R.S. Identification No. of Above Persons (Entities Only)

Kevin A. Fong

Check the Appropriate Box if a Member of a Group
2. (a)
(b)

SEC Use Only
3.

Citizenship or Place of Organization
4. U.S.

Sole Voting Power
5. NUMBER OF SHARES 19

Shared Voting Power
6. BENEFICIALLY

OWNED BY -0-

EACH 7. Sole Dispositive Power 19
REPORTING PERSON

WITH 8. Shared Dispositive Power -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
19

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person
IN

13G

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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
(a) []
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization
U.S.

5. Sole Voting Power
NUMBER OF SHARES 39

6. Shared Voting Power
BENEFICIALLY OWNED BY -0-

7. Sole Dispositive Power
EACH REPORTING PERSON 39

8. Shared Dispositive Power
WITH -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
39

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

Percent of Class Represented by Amount in Row (9)
11. 0%

Type of Reporting Person
12. IN

13G

CUSIP No. 25467510

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Name of Reporting Person
1. I.R.S. Identification No. of Above Persons (Entities Only)
Wendell G. Van Auken, III

Check the Appropriate Box if a Member of a Group
2. (a)
(b)

SEC Use Only
3.

Citizenship or Place of Organization
4. U.S.

Sole Voting Power
5. 152
NUMBER OF SHARES

Shared Voting Power
6. -0-
BENEFICIALLY OWNED BY EACH

Sole Dispositive Power
7. 152
REPORTING PERSON

Shared Dispositive Power
8. -0-
WITH

Aggregate Amount Beneficially Owned by Each Reporting Person
9. 152

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
10.

Percent of Class Represented by Amount in Row (9)
11. 0%

Type of Reporting Person
12. IN

13G

CUSIP No. 25467510

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Name of Reporting Person
1. I.R.S. Identification No. of Above Persons (Entities Only)

Michael J. Levinthal

Check the Appropriate Box if a Member of a Group
2. (a)
(b)

SEC Use Only
3.

Citizenship or Place of Organization
4. U.S.

Sole Voting Power
5. NUMBER OF SHARES -0-

Shared Voting Power
6. BENEFICIALLY OWNED BY EACH -0-

Sole Dispositive Power
7. REPORTING PERSON -0-

Shared Dispositive Power
8. WITH -0-

Aggregate Amount Beneficially Owned by Each Reporting Person
9. -0-

Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
10.

Percent of Class Represented by Amount in Row (9)
11. 0%

Type of Reporting Person
12. IN

13G

CUSIP No. 25467510

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Name of Reporting Person
1. I.R.S. Identification No. of Above Persons (Entities Only)

A. Grant Heidrich, III

Check the Appropriate Box if a Member of a Group
2. (a)
(b)

SEC Use Only
3.

Citizenship or Place of Organization
4. U.S.

	5.	Sole Voting Power
NUMBER OF SHARES		154
	6.	Shared Voting Power
BENEFICIALLY OWNED BY EACH		-0-
	7.	Sole Dispositive Power
REPORTING PERSON		154
	8.	Shared Dispositive Power
WITH		-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
154

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

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person
IN

13G

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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
(a) []
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization
U.S.

	5.	Sole Voting Power
NUMBER OF SHARES		6,154
	6.	Shared Voting Power
BENEFICIALLY OWNED BY EACH		-0-
	7.	Sole Dispositive Power
REPORTING PERSON		6,154
	8.	Shared Dispositive Power
WITH		-0-

Aggregate Amount Beneficially Owned by Each Reporting Person

9. 6,154

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

11. Percent of Class Represented by Amount in Row (9)
0%

12. Type of Reporting Person
IN

Item 1.

- (a) Name of Issuer:
Discovery Partners International, Inc.
- (b) Address of Issuer's Principal Executive Offices:
9640 Towne Centre Drive
San Diego, CA 92121

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
- (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, L.L.C. 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, \$0.001 par value
- (e) CUSIP Number:
25467510

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 2-12 hereto, is hereby incorporated by reference. Shares beneficially owned by each individual reporting person are held as trustee of a trust for the benefit of such reporting person and members of his or her family.

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 [X].

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.

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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, 2002

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

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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

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EXHIBIT INDEX

Exhibit 1 - "JOINT FILING AGREEMENT" is hereby incorporated by reference to Exhibit 1 to the Statement on Schedule 13G dated February 13, 2001.

Exhibit 2 - "POWERS OF ATTORNEY" is hereby incorporated by reference to Exhibit 2 to the Statement on Schedule 13G dated February 13, 2001.

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