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OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

SCHEDULE 13G/A

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. 2)*

	PIXELWORKS, INC.										
	(Name of Issuer)										
	COMMON STOCK										
	(Title of Class of Securities)										
	72581M107										
	(CUSIP Number)										
	12/31/02										
	(Date of Event Which Requires Filing of this Statement)										
Check is fi	the appropriate box to designate the rule pursuant to which this led:	Schedule									
	_ Rule 13d-1(b)										
	_ Rule 13d-1(c)										
	X Rule 13d-1(d)										
	Page 1 of 12 Pages										
CUSIP	No. 72581M107 Page 2 of	12 Pages									
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)										
	SEQUOIA CAPITAL VII, A CALIFORNIA LIMITED PARTNERSHIP ("SC VII") 94-3240153										
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) _ (b) X									
	SEC USE ONLY										
	CITIZENSHIP OR PLACE OF ORGANIZATION										
	CALIFORNIA										

SOLE VOTING POWER

5

	MBER OF	6	SHARED VOTING POWER								
BENEI	HARES FICIALLY		2,216,678								
	NED BY EACH	7	SOLE DISPOSITIVE POWER								
REPORTING PERSON			0								
V	NITH	8	SHARED DISPOSITIVE POWER								
			2,216,678								
9	2,216,678	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON								
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*								
	_										
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)								
12	TYPE OF RI	PORTING	G PERSON*								
	PN 										
		7	*SEE INSTRUCTION BEFORE FILLING OUT!								
CUSI	No. 72581		Page 3 of 12 Page								
1	NAMES OF I	REPORTI	NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)								
	SEQUOIA TH		GY PARTNERS VII, A CALIFORNIA LIMITED PARTNERSHIP 428059								
2	CHECK THE	APPROPI	RIATE BOX IF A MEMBER OF A GROUP* (a) (b)								
3	SEC USE O										
4	CITIZENSHIP OR PLACE OF ORGANIZATION										
	CALIFORNIA	A									
		5	SOLE VOTING POWER								
			0								
NUN	MBER OF	6	SHARED VOTING POWER								
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			98,544								
		7	SOLE DISPOSITIVE POWER								
			0								
		8	SHARED DISPOSITIVE POWER								
			98,544								
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON								
	98,544										

|_|

11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)									
	0.2%											
12	TYPE OF RE	PORTING	F PERSON*									
	PN											
			SEE INSTRUCTION BEFORE FILLING OUT!									
CUSIP	No. 72581M	107	Page 4 c	of 12 Pa	ıges							
1	NAMES OF RI		IG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
	SEQUOIA IN' 94-3260980	TERNATI	ONAL PARTNERS, A CALIFORNIA LIMITED PARTNERSHIP	e ("SIP"	')							
2	CHECK THE	APPROPF	RIATE BOX IF A MEMBER OF A GROUP*									
				(a) (b)								
3	SEC USE ON	 LY										
4	CITIZENSHI	P OR PI	JACE OF ORGANIZATION									
	CALIFORNIA											
		5	SOLE VOTING POWER									
			0									
	BER OF	6	SHARED VOTING POWER									
BENEF	ARES ICIALLY		33,418									
E.	ED BY ACH	7	SOLE DISPOSITIVE POWER									
PE.	ORTING RSON		0									
W	ITH	8	SHARED DISPOSITIVE POWER									
			33,418									
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON									
	33,418											
10	CHECK BOX	 IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SH	 HARES*								
	1_1											
		 CLASS	REPRESENTED BY AMOUNT IN ROW (9)									
	0.1%											
12	TYPE OF RE	 PORTING	PERSON*									
	PN											
			SEE INSTRUCTION BEFORE FILLING OUT!									
CUSIP	No. 72581M	107	Page 5 c	of 12 Pa	ıges							
1	NAMES OF RI		IG PERSONS LTION NOS. OF ABOVE PERSONS (ENTITIES ONLY)									
	SC VII MANA 94-3240154	AGEMEN1	-A, LLC ("SC VII-A")									

2	CHECK THE	APPROP:	RIATE BOX IF A MEMBER OF A GROUP*	(0)						
				(a) (b)	. — .					
3	SEC USE ON	NLY								
4	CITIZENSHI	 TP OR P	LACE OF ORGANIZATION							
7			BACE OF ONGANIZATION							
	CALIFORNI <i>I</i>	A 								
NUMBER OF		5	SOLE VOTING POWER							
			0							
SHARES BENEFICIALLY OWNED BY		6	QUADED MORTHO DOMED							
	ACH	6	SHARED VOTING POWER							
PE	ORTING ERSON UITH		2,348,640 shares of which 2,216,678 shares are held by SC VII, 98,544 shares are directly he VII and 33,418 shares are directly held by SIP is the General Partner of SC VII, STP VII and S	eld by . SC V	STP					
		7	SOLE DISPOSITIVE POWER							
			0 							
		8	SHARED DISPOSITIVE POWER							
			2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. SC VII-A is the General Partner of SC VII, STP VII and SIP.							
9	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	2,348,640									
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA	 ARES*						
	1_1									
11	PERCENT OF	F CLASS	REPRESENTED BY AMOUNT IN ROW (9)							
12	TYPE OF REPORTING PERSON*									
	00									
			*SEE INSTRUCTION BEFORE FILLING OUT!							
CUSIF	No. 72581N	4107	Page 6 oi	12 P	ages					
1			NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)							
	MICHAEL MO	DRITZ								
2	CHECK THE	APPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a)						
					X					
3	SEC USE ON	NLY								
4			LACE OF ORGANIZATION							
	USA									
		5	SOLE VOTING POWER							
	BER OF		175,455							
	'ICIALLY		110/100							

OWNED BY EACH REPORTING PERSON WITH		6	SHARED VOTING POWER							
			2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. Mr. Moritz is a Managing Member of SC VII-A. Mr. Moritz disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.							
		7	SOLE DISPOSITIVE POWER							
			175,455							
		8	SHARED DISPOSITIVE POWER							
			2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. Mr. Moritz is a Managing Member of SC VII-A. Mr. Moritz disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.							
9 AG	GREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON							
2,	524,095									
10 CH	ECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*							
1_	I_I									
11 PE			REPRESENTED BY AMOUNT IN ROW (9)							
5.	8%									
12 TY	PE OF REP	ORTING	; person*							
IN	ī									
CUSIP No	. 72581M1		SEE INSTRUCTION BEFORE FILLING OUT! Page 7 of 12 Pages							
	MES OF RE	PORTIN	IG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)							
DC	UGLAS LEO	NE								
2 CH	ECK THE A		RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X							
	C USE ONL	Y								
			ACE OF ORGANIZATION							
US										
NUMBER	OF	5	SOLE VOTING POWER							
SHARES BENEFICIALLY OWNED BY			121,170							
		6	SHARED VOTING POWER							
EACH REPORTING PERSON WITH			2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. Mr. Leone is a Managing Member of SC VII-A. Mr. Leone disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.							

		7	SOLE DISPOSITIVE POWER
			121,170
		8	SHARED DISPOSITIVE POWER
			2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. Mr. Leone is a Managing Member of SC VII-A. Mr. Leone disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.
9	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,469,810		
10	CHECK BOX I	F THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	_		
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	5.6%		
12	TYPE OF REP	ORTING	PERSON*
	IN		
		*	SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP	No. 72581M1	07	Page 8 of 12 Pages
1	NAMES OF REI		IG PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	MARK STEVEN	S	
2	CHECK THE A	PPROPF	RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X
3	SEC USE ONL	Y	
4	CITIZENSHIP	OR PI	JACE OF ORGANIZATION
	USA		
		 5	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY			168,022 shares of which 18,333 shares are issuable upon the exercise of options exercisable within 60 days of December 31, 2002.
REP	ACH ORTING	6	SHARED VOTING POWER
	RSON ITH		2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. Mr. Stevens is a Managing Member of SC VII-A. Mr. Stevens disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.
		7	SOLE DISPOSITIVE POWER
			168,022 shares of which 18,333 shares are issuable upon the exercise of options exercisable within 60 days of December 31, 2002.
		8	SHARED DISPOSITIVE POWER

2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. Mr. Stevens is a Managing Member of SC VII-A. Mr. Stevens disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.

9	AGGREGATE 2	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,516,662		
10	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
	1_1		
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)
	5.7%		
12	TYPE OF RE	PORTING	; person*
	IN		
		٠	SEE INSTRUCTION BEFORE FILLING OUT!
CUSIP	No. 72581M	107 	Page 9 of 12 Pages
1	NAMES OF RI		NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	THOMAS F.	STEPHEN	ISON
2	CHECK THE	APPROPF	RIATE BOX IF A MEMBER OF A GROUP*
			(b) X
3	SEC USE ON	LY	
4	CITIZENSHI	 P OR PI	JACE OF ORGANIZATION
	USA		
		 5	SOLE VOTING POWER
	BER OF	Ü	108,705
SHARES BENEFICIALLY			
	ED BY ACH	6	SHARED VOTING POWER
PE	ORTING RSON ITH		2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. Mr. Stephenson is a Managing Member of SC VII-A. Mr. Stephenson disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary interest therein.
		7	SOLE DISPOSITIVE POWER
			108,705
		8	SHARED DISPOSITIVE POWER
			2,348,640 shares of which 2,216,678 shares are directly held by SC VII, 98,544 shares are directly held by STP VII and 33,418 shares are directly held by SIP. Mr. Stephenson is a Managing Member of SC VII-A. Mr. Stephenson disclaims beneficial ownership of all such shares except to the extent of his individual pecuniary

interest therein.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,457,345

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

|_|
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.6%

12 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 72581M107

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ITEM 1.

- (a) Name of Issuer: Pixelworks, Inc.
- (b) Address of Issuer's Principal Executive Offices: 8100 SW Nyberg Road
 Tualatin, Oregon 97062

ITEM 2.

(a) Name of Persons Filing:

Sequoia Capital VII, A California Limited Partnership
Sequoia Technology Partners VII, A California Limited Partnership
Sequoia International Partners, A California Limited Partnership
SC VII Management-A, LLC
Michael Moritz ("MM")
Douglas Leone ("DL")
Mark Stevens ("MS")
Thomas F. Stephenson ("TFS")

SCVII-A is the General Partner of SC VII, STP VII and SIP. MM, DL, MS, and TFS are $\,$ Managing $\,$ Members of SC VII-A.

- (b) Address of Principal Business Office or, if none, Residence: 3000 Sand Hill Road, 4-180 Menlo Park, CA 94025
- (c) Citizenship: MM, DL, MS, TFS: USA SC VII-A, SC VII, STP VII, SIP: California
- (d) Title of Class of Securities: $\ensuremath{\mathsf{Common}}$
- (e) CUSIP Number: 72581M107
- ITEM 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

NOT APPLICABLE

CUSIP No. 72581M107

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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. []

Instruction. Dissolution of a group requires a response to this item. .

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

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

CUSIP No. 72581M107

Page 12 of 12 Pages

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.

Dated: February 3, 2003

Sequoia Capital VII, A California Limited Partnership Sequoia Technology Partners VII, A California Limited Partnership Sequoia International Partners, A California Limited Partnership

SC VII Management-A, LLC Bv:

A California Limited Liability Company General Partner of Each $\,$

Ву: М	anaging Members
 Michae	l Moritz
 Dougla	s Leone
 Mark S	tevens
 Thomas	F. Stephenson