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)

PIXELWORKS, INC.	
(Name of Issuer)	
COMMON STOCK	
(Title of Class of Securities)	
72581M107	
(CUSIP Number)	
12/31/01	
(Date of Event Which Requires Filing of this Stateme	
Check the appropriate box to designate the rule pursuant to which is filed:	h this Schedule
[] Rule 13d-1(b)	
[] Rule 13d-1(c)	
[X] Rule 13d-1(d)	
(Continued on following pages)	
Page 1 of 12 Pages	
	f 12 Pages
1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
SEQUOIA CAPITAL VII 94-3240153	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) _ (b) X
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
CALIFORNIA	
5 SOLE VOTING POWER	

N	UMBER OF	6	SHARED VOTING POWER				
	SHARES NEFICIALLY		2,216,678				
OWNED BY EACH		7	SOLE DISPOSITIVE POWER				
R	EPORTING PERSON		0				
	WITH	8	SHARED DISPOSITIVE POWER				
			2,216,678				
9	AGGREGATE AMO	UNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,216,678						
10	CHECK BOX IF	THE A	AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
			I	_1			
11	PERCENT OF CI	ASS F	REPRESENTED BY AMOUNT IN ROW (9)				
	5.4%						
 12	TYPE OF REPOR	RTING	PERSON*				
	PN						
CUS	IP NO. 72581N		13 G Page 3 of 12 Pages				
1	NAME OF REPOR		PERSON ENTIFICATION NO. OF ABOVE PERSON				
	SEQUOIA TECHN 77-0428059	10LOGY	Y PARTNERS VII				
2	CHECK THE API	ROPRI	IATE BOX IF A MEMBER OF A GROUP*				
			(a) (b)	_			
3	SEC USE ONLY						
4	CITIZENSHIP (R PLA	ACE OF ORGANIZATION				
	CALIFORNIA						
		5	SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH			0				
		6	SHARED VOTING POWER				
			98,544				
		7	7 SOLE DISPOSITIVE POWER				
			0				
		8 SHARED DISPOSITIVE POWER					
			98,544				
 9	AGGREGATE AMO	UNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	98,544						
 10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						

11	PERCENT OF C	LASS REPRESENTED B	Y AMOUNT IN ROW	(9)
12	TYPE OF REPORTING PERSON*			
	PN			
CUS	IP NO. 72581		13 G	Page 4 of 12 Pages
1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABO				SON
	SC VII MANAG 94-3240154	GEMENT-A, LLC		
2	CHECK THE AP	PPROPRIATE BOX IF A	MEMBER OF A GRO	UP*
				(a) (b) 2
3	SEC USE ONLY	 :		
4		OR PLACE OF ORGANI		
	CALIFORNIA			
		5 SOLE VOTING		
		0		
N	UMBER OF	6 SHARED VOTI	NG POWER	
SHARES BENEFICIALLY OWNED BY EACH		2,348,640		
		7 SOLE DISPOS	 ITIVE POWER	
R	EPORTING PERSON	0		
	WITH	8 SHARED DISP	OSITIVE POWER	
		2,348,640		
 9	ACCRECATE AM	OUNT BENEFICIALLY	OWNED BY EXCH BE	DODTING DEDGON
,	2,348,640	OONI DENEFICIALLI	OWNED DI EACH NE	TORTING TERSON
				VOLUDDO ODDOŽINI OUZDDO*
10	CHECK BOX IF	THE AGGREGATE AMO	ONI IN ROW (9) E	XCLUDES CERTAIN SHARES*
				_
11		CLASS REPRESENTED B	Y AMOUNT IN ROW	(9)
	5.7%			
12	TYPE OF REPO	RTING PERSON*		
	00			
 CUS	 IP NO. 72581		13 G	Page 5 of 12 Pages
1	NAME OF REPO	ORTING PERSON		

SEQUOIA INTERNATIONAL PARTNERS 94-3260980

J4 J200J00					
2 CHECK THE APP	PROPRI	TATE BOX IF A MEMBER OF A GROUP*		(a) (b)	_ X
3 SEC USE ONLY					
4 CITIZENSHIP C	R PLA	ACE OF ORGANIZATION			
CALIFORNIA					
	5	SOLE VOTING POWER			
		0			
NUMBER OF	 6	SHARED VOTING POWER			
SHARES BENEFICIALLY		33,418			
OWNED BY EACH					
REPORTING PERSON	,	0			
WITH		SHARED DISPOSITIVE POWER			
	0				
		33,418			
	OUNT E	BENEFICIALLY OWNED BY EACH REPORT	ING PERSON		
10 CHECK BOX IF	THE P	AGGREGATE AMOUNT IN ROW (9) EXCLU	DES CERTAIN SHARES*		
		REPRESENTED BY AMOUNT IN ROW (9)			-'-
0.1%	I CCAI	EIRESENTED DI AMOUNT IN NOW (3)			
 12 TYPE OF REPOR	TNC	DEDCOM*			
	KIING	FERSON.			
PN 					
CUSIP NO. 72581M		13 G	Page 6 of 12 Pag		
NAME OF REPOR	RTING				
	MICHAEL MORITZ				
2 CHECK THE APP	'KUPK]	TATE BOX IF A MEMBER OF A GROUP*			_
				(a) 	X
3 SEC USE ONLY					
CITIZENSHIP OR PLACE OF ORGANIZATION					
USA 					
	5	COLE MOMING DOMED			

175,455 NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 2,348,640 OWNED BY _____ 7 SOLE DISPOSITIVE POWER EACH REPORTING PERSON 175,455 WITH SHARED DISPOSITIVE POWER 2,348,640 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,524,095 ______ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ______ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) ._____ 12 TYPE OF REPORTING PERSON* ΤN CUSIP NO. 72581M107 13 G Page 7 of 12 Pages ______ NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON DOUGLAS LEONE ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | (b) |X| SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION USA 5 SOLE VOTING POWER 150,573 NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY 2,348,640 OWNED BY ._____ 7 SOLE DISPOSITIVE POWER EACH REPORTING PERSON 150,573 ______ WITH SHARED DISPOSITIVE POWER 2,348,640 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,499,213

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

					'='
11	PERCENT OF	CLASS I	REPRESENTED E	BY AMOUNT IN ROW	T (9)
	6.0%				
12	TYPE OF REE	PORTING			
	IN				
cus	IP NO. 7258			13 G	Page 8 of 12 Pages
1	NAME OF REE S.S. OR I.F			NO. OF ABOVE PE	ERSON
	MARK STEVEN	IS			
2				A MEMBER OF A GF	 COUP*
					(a) <u> </u>
3	SEC USE ONI				
 4	CITIZENSHIE	OR PLA	ACE OF ORGANI	 IZATION	
	USA				
		 5	SOLE VOTING		
			154,611		
N	UMBER OF		SHARED VOT	ING POWER	
	SHARES NEFICIALLY		2,348,640	ING TOWER	
	OWNED BY				
R	EACH EPORTING	/		SITIVE POWER	
	PERSON WITH		154,611		
		8		POSITIVE POWER	
			2,348,640		
9		MOUNT I	BENEFICIALLY	OWNED BY EACH F	REPORTING PERSON
	2,503,251				
10	CHECK BOX I	F THE A	AGGREGATE AMO	OUNT IN ROW (9)	EXCLUDES CERTAIN SHARES*
11	PERCENT OF	CLASS I	REPRESENTED E	BY AMOUNT IN ROW	I (9)
	6.1%				
12	TYPE OF REF	PORTING			
	IN				
	IP NO. 7258			13 G	Page 9 of 12 Pages
		/		10 G	1aye 3 01 12 Fayes
	NAME OF ST				
1	NAME OF REF	OKIING	FEKSUN		

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON THOMAS S STEPHENSON CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* ______ SEC USE ONLY

(a) | | (b) |X|

CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

110,212

NUMBER OF SHARES BENEFICIALLY OWNED BY

SHARED VOTING POWER

2,348,640 ______

7 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

110,212

_____ _____ SHARED DISPOSITIVE POWER

2,348,640

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,458,852

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.9%

12 TYPE OF REPORTING PERSON*

13 G CUSIP NO. 72581M107 Page 10 of 12 Pages

TTEM 1.

Name of Issuer: Pixelworks, Inc. (a)

Address of Issuer's Principal Executive Offices: (b)

> 7700 SW Mohawk Street Tualatin, Oregon 97062

ITEM 2.

Name of Persons Filing: Sequoia Capital VII ("SC VII") (a)

> SC VII Management-A, LLC ("SC VII-A") Sequoia Technology Partners VII ("STP VII") Sequoia International Partners ("SIP") 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: 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

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

CUSIP NO. 72581M107 13 G Page 11 of 12 Pages

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 MONTHER 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

(The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not

have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

CUSIP NO.	72581M107	13 G	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 8, 2002

Sequoia Capital VII

Sequoia Technology Partners VII Sequoia International Partners

By: SC VII Management-A, LLC

A California Limited Liability Company

General Partner of Each

By: Managing Members

Thomas F. Stephenson