

STRATEGIC SOFTWARE HOLDINGS LLC
Form SC 13D/A
April 04, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 4)

MERCATOR SOFTWARE, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

587587106

(CUSIP Number)

Rodney Bienvenu
Strategic Software Holdings, LLC
1465 Post Road East, Second Floor
Westport, Connecticut 06880
Tel. No.: (203) 259-7387

with a copy to:
Kyle C. Badger
McDermott, Will & Emery
227 West Monroe
Chicago, Illinois 60606
Tel. (312) 372-2000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

APRIL 1, 2003

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: []

The information required on 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).

SCHEDULE 13D

CUSIP NO. 587587106

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1 NAME OF REPORTING PERSON
BROKEN ARROW I, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
38-3664612

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY 1,672,500

OWNED BY EACH 8 SHARED VOTING POWER
REPORTING PERSON -0-

WITH 9 SOLE DISPOSITIVE POWER
1,672,500

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,672,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.76%

14 TYPE OF REPORTING PERSON
PN

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CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
STRATEGIC SOFTWARE HOLDINGS, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
30-0091524

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CONNECTICUT

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH -0-

8 SHARED VOTING POWER
SEE ITEM 5

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
SEE ITEM 5

14 TYPE OF REPORTING PERSON
OO

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SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
BIENVENU MANAGEMENT, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CONNECTICUT

7 SOLE VOTING POWER
NUMBER OF SHARES -0-
BENEFICIALLY

8 SHARED VOTING POWER
OWNED BY EACH SEE ITEM 5
REPORTING PERSON
WITH

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
SEE ITEM 5

14 TYPE OF REPORTING PERSON
OO

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SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
RODNEY BIENVENU

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
-0-
8 SHARED VOTING POWER
SEE ITEM 5
9 SOLE DISPOSITIVE POWER
-0-
10 SHARED DISPOSITIVE POWER
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
SEE ITEM 5

14 TYPE OF REPORTING PERSON
IN

5

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
JAMES DENNEDY

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY -0-

OWNED BY EACH 8 SHARED VOTING POWER
REPORTING PERSON SEE ITEM 5

WITH 9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
SEE ITEM 5

14 TYPE OF REPORTING PERSON

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IN

6

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
EMPIRE CAPITAL PARTNERS, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7 SOLE VOTING POWER
NUMBER OF SHARES -0-

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
SEE ITEM 5

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
SEE ITEM 5

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14 TYPE OF REPORTING PERSON
PN

7

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
EMPIRE GP, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS AF/00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY -0-

OWNED BY EACH 8 SHARED VOTING POWER
REPORTING PERSON SEE ITEM 5
WITH

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

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

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SEE ITEM 5

14 TYPE OF REPORTING PERSON
OO

8

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
EMPIRE CAPITAL MANAGEMENT, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS AF/OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

7 SOLE VOTING POWER
NUMBER OF SHARES -0-
BENEFICIALLY

8 SHARED VOTING POWER
OWNED BY EACH SEE ITEM 5
REPORTING PERSON

9 SOLE DISPOSITIVE POWER
WITH -0-

10 SHARED DISPOSITIVE POWER
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
SEE ITEM 5

14 TYPE OF REPORTING PERSON
OO

9

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
SCOTT A. FINE

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
AF/OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES
BENEFICIALLY

7 SOLE VOTING POWER

-0-

OWNED BY EACH
REPORTING PERSON
WITH

8 SHARED VOTING POWER

SEE ITEM 5

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

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CERTAIN SHARES

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
SEE ITEM 5

14 TYPE OF REPORTING PERSON
IN

10

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
PETER J. RICHARDS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS AF/00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

7 SOLE VOTING POWER
NUMBER OF SHARES -0-
BENEFICIALLY
OWNED BY EACH 8 SHARED VOTING POWER
REPORTING PERSON SEE ITEM 5
WITH

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
SEE ITEM 5

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
SEE ITEM 5

14 TYPE OF REPORTING PERSON
IN

11

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
CHARTER OAK PARTNERS, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
CONNECTICUT

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
906,900

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
906,900

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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906,900

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.58%

14 TYPE OF REPORTING PERSON
PN

12

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
PETER J. BONI

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY -0-

OWNED BY EACH 8 SHARED VOTING POWER
REPORTING PERSON -0-

WITH 9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
-0-

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
N/A

14 TYPE OF REPORTING PERSON
IN

13

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
DANIEL HOOGTERP

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY -0-

OWNED BY EACH 8 SHARED VOTING POWER
REPORTING PERSON -0-

WITH 9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER

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-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
N/A

14 TYPE OF REPORTING PERSON
IN

14

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
EDWARD SANCHEZ, JR.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS AF/PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY 17,410
OWNED BY EACH 8 SHARED VOTING POWER
REPORTING PERSON -19,200-
WITH 9 SOLE DISPOSITIVE POWER
17,410

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10 SHARED DISPOSITIVE POWER
-19,200-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
36,610

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.10%

14 TYPE OF REPORTING PERSON
IN

15

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
SEAN P. SEARS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

7 SOLE VOTING POWER
NUMBER OF SHARES 3,450
BENEFICIALLY
OWNED BY EACH REPORTING PERSON WITH
8 SHARED VOTING POWER
-0-

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9 SOLE DISPOSITIVE POWER
3,450

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,450

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.01%

14 TYPE OF REPORTING PERSON
IN

16

SCHEDULE 13D

CUSIP NO. 587587106

1 NAME OF REPORTING PERSON
MICHAEL R. WODOPIAN

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
UNITED STATES

NUMBER OF SHARES 7 SOLE VOTING POWER
BENEFICIALLY -0-

OWNED BY EACH 8 SHARED VOTING POWER

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REPORTING PERSON -0-
WITH -----
9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
N/A

14 TYPE OF REPORTING PERSON
IN

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SCHEDULE 13D

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned on November 29, 2002, as amended on February 4, 2003, March 14, 2003 and March 31, 2003, and amends such Schedule 13D only to the extent set forth herein.

ITEM 1. SECURITY AND ISSUER

This Amendment No. 4 to Schedule 13D relates to the Common Stock, par value \$0.01 per share (the "Common Stock") of Mercator Software, Inc., a Delaware corporation (the "Issuer"), having its principal executive offices at 45 Danbury Road, Wilton, Connecticut 06897.

ITEM 2. IDENTITY AND BACKGROUND

This Amendment No. 4 to Schedule 13D is filed by Broken Arrow I, L.P., a Delaware limited partnership ("Broken Arrow"); Strategic Software Holdings, LLC, a Connecticut limited liability company ("SSH"); Bienvenu Management, LLC, a Connecticut limited liability company ("Bienvenu Management"), Rodney Bienvenu, James Dennedy, Empire Capital Partners, L.P., a Delaware limited partnership ("Empire Capital"); Empire GP, L.L.C., a Delaware limited liability company ("Empire GP"); Empire Capital Management, L.L.C., a Delaware limited liability company ("Empire Capital Management") Charter Oak Partners, L.P., a Connecticut limited partnership ("Charter Oak"), Scott A. Fine, Peter J. Richards, Peter J. Boni, Daniel Hoogterp, Edward Sanchez, Jr., Sean P. Sears and Michael R. Wodopian (all of such persons, collectively, the "Reporting Persons").

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The shares of Common Stock originally purchased by Broken Arrow were purchased with working capital of Broken Arrow received as proceeds from a loan

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to Broken Arrow by Empire Capital. Empire Capital loaned Broken Arrow \$2,000,000 on November 14, 2000, which loan is evidenced by a Secured Demand Note in the stated principal amount of \$2,300,000 with no stated interest. The Secured Demand Note is secured by a first priority lien on all of the property of Broken Arrow, including any property of Broken Arrow acquired after the date thereof, which would include the Common Stock of the Issuer held by Broken Arrow. The Secured Demand Note is payable upon demand after 90 days notice. A copy of the Secured Demand Note is attached hereto as Exhibit 7.10.

ITEM 4. PURPOSE OF TRANSACTION

On April 1, 2003, SSH held a meeting with the Issuer to discuss the terms of a proposal to acquire the Issuer contained in a letter from SSH to the Issuer dated March 31, 2003. SSH had hoped to have a meaningful, collaborative discussion on all elements of its proposal and to discuss the basis on which the parties could come to a friendly agreement. The Issuer refused to discuss such terms or to discuss the basis on which the parties could come to a friendly agreement. A copy of SSH's press release with regard to the meeting was filed with the Securities and Exchange Commission on April 1, 2003.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b)

Empire Capital does not directly own any shares of Common Stock but because it holds a 25% interest in SSH, it may be deemed to be a beneficial owner of the 1,672,500 shares of Common Stock representing 4.76% of the outstanding shares of Common Stock held by Broken Arrow. In addition, all investment decisions with regard to Broken Arrow are subject to the determinations of the Investment Committee, which is comprised of a representative of SSH and a representative of Empire Capital.

(c) None of the Reporting Persons has purchased or sold any of the Issuer's Common Stock since the date of the their most recent filing on Schedule 13D.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Empire Capital loaned Broken Arrow \$2,000,000 on November 14, 2000, which loan is evidenced by a Secured Demand Note in the stated principal amount of \$2,300,000 with no stated interest. The Secured Demand Note is secured by a first priority lien on all of the property of Broken Arrow, including any property of Broken Arrow acquired after the date thereof, which would include the Common Stock of the Issuer held by Broken Arrow. The Secured Demand Note is payable upon demand after 90 days notice. A copy of the Secured Demand Note is attached hereto as Exhibit 7.10.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 7.10 Secured Demand Note

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SIGNATURE

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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: April 1, 2003

By: /s/ Rodney Bienvenu

Rodney Bienvenu, individually, and
as Chairman & CEO of Strategic
Software Holdings, LLC, for itself
and as general partner of Broken
Arrow I., L.P., and as the sole
member of RB Holdings, LLC as a
member of Bienvenu Management, LLC

By: /s/ James Denedy

James Denedy, individually, and as
a member of Bienvenu Management, LLC

By: /s/ Scott A. Fine

Scott A. Fine, individually, and as
managing member of Empire GP,
L.L.C., and as general partner of
Empire Capital Partners, L.P.; and
as managing member of Empire Capital
Management, L.L.C., and as
attorney-in-fact of Charter Oak
Partners, L.P.

By: /s/ Peter J. Richards

Peter J. Richards, individually, and
as managing member of Empire GP,
L.L.C., and as general partner of
Empire Capital Partners, L.P.; and
as managing member of Empire Capital
Management, L.L.C., and as
attorney-in-fact of Charter Oak
Partners, L.P.

By: /s/ Peter J. Boni

Peter J. Boni

By: /s/ Daniel Hoogterp

Daniel Hoogterp

By: /s/ Edward Sanchez, Jr.

Edward Sanchez, Jr.

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By: /s/ Sean P. Sears

Sean P. Sears

By: /s/ Michael R. Wodopian

Michael R. Wodopian

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