### Edgar Filing: IPG PHOTONICS CORP - Form 4

#### IPG PHOTONICS CORP

Form 4

December 20, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue. See Instruction

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

1(b).

Common

Stock

12/18/2006

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TA INVESTORS LLC Issuer Symbol IPG PHOTONICS CORP [IPGP] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify JOHN HANCOCK TOWER, 200 12/18/2006 below) CLARENDON ST, 56TH FLOOR (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BOSTON, MA 02116 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Ownership 7. Nature of 5. Amount of Transaction(A) or Disposed of Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

 $\mathbf{C}$ 

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

57,564

D

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

57,564

(1)

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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)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Series B Preferred Stock	<u>(1)</u>	12/18/2006		C		30,160	<u>(1)</u>	<u>(1)</u>	Common Stock	57,564
Series B Warrants	(2)	12/18/2006		D		174,928 (2)	12/18/2006	04/01/2008	Common Stock	<u>(2)</u>

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
TA INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X					

### **Signatures**

TA Investors LLC	12/20/2006	
**Signature of Reporting Person	Date	
By: TA Associates, Inc., its Manager	12/20/2006	
**Signature of Reporting Person	Date	
By: Thomas P. Alber, Chief Financial Officer	12/20/2006	
**Signature of Reporting Person	Date	

## **Explanation of Responses:**

- \* 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).
- The Series B Preferred Stock had no expiration date and was convertible into a combination of Common Stock and Subordinated Debt with a value equal to the greater of (i) the consideration the holders would have received if the Issuer had been sold and (ii) the consideration the holders would have received at a conversion price of \$15.00 per share. The Series B Preferred Stock converted into 57,564 shares of Common Stock and \$158,736.84 of Subordinated Debt.
- The Warrants entitled the holder to purchase a number of shares of Common Stock of the Issuer equal to \$174,928 divided by an amount equal to 50% of the public offering price at an exercise price equal to 50% of the public offering price and were exercisable only upon a public offering, merger, liquidation or sale of the issuer. The issuer also had the right to repurchase the Warrants at a price determined by reference to the public offering price. The issuer repurchased the Warrants for \$175,305.

### **Remarks:**

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The Reporting Person has a representative on the Issuer's board of directors. Michael Child currently serves as the Reporting 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.