

TA ADVENT VIII LP
Form 4
September 15, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TA ASSOCIATES INC

2. Issuer Name and Ticker or Trading Symbol
IPG PHOTONICS CORP [IPGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200
CLARENDON ST, 56TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)

09/11/2008

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

See General Remarks

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	09/11/2008		S		31,887 (1) \$ 19.7369	I	See Footnote 6 (5)
Common Stock	09/11/2008		S		14,888 (2) \$ 19.7369	I	See Footnote 7 (6)
Common Stock	09/11/2008		S		13,787 (3) \$ 19.7369	I	See Footnote 8 (7)
Common Stock	09/11/2008		S		538 (4) \$ 19.7369	I	See Footnote

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Common Stock	09/12/2008	S	54,796 <u>(1)</u>	D	\$ 19.8635	52,323	I	9 <u>(8)</u> See Footnote 6 <u>(5)</u>
Common Stock	09/12/2008	S	25,586 <u>(2)</u>	D	\$ 19.8635	24,433	I	See Footnote 7 <u>(6)</u>
Common Stock	09/12/2008	S	23,693 <u>(3)</u>	D	\$ 19.8635	22,638	I	See Footnote 8 <u>(7)</u>
Common Stock	09/12/2008	S	925 <u>(4)</u>	D	\$ 19.8635	879	I	See Footnote 9 <u>(8)</u>
Common Stock	09/15/2008	S	13,710 <u>(1)</u>	D	\$ 19.3392	38,613	I	See Footnote 6 <u>(5)</u>
Common Stock	09/15/2008	S	6,401 <u>(2)</u>	D	\$ 19.3392	18,032	I	See Footnote 7 <u>(6)</u>
Common Stock	09/15/2008	S	5,928 <u>(3)</u>	D	\$ 19.3392	16,710	I	See Footnote 8 <u>(7)</u>
Common Stock	09/15/2008	S	231 <u>(4)</u>	D	\$ 19.3392	648	I	See Footnote 9 <u>(8)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ADVENT VIII LP JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES VIII LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA / ATLANTIC & PACIFIC IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES AP IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA EXECUTIVES FUND LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116				See General Remarks

Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer	09/15/2008
**Signature of Reporting Person	Date
TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	09/15/2008
**Signature of Reporting Person	Date
TA/Advent VIII L.P., By TA Associates VIII LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	09/15/2008
**Signature of Reporting Person	Date
TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	09/15/2008
**Signature of Reporting Person	Date
TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	09/15/2008
**Signature of Reporting Person	Date
TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	09/15/2008
**Signature of Reporting Person	Date
TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	09/15/2008
**Signature of Reporting Person	Date
TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	09/15/2008
**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).
- (1) These securities were sold solely by TA IX L.P.
- (2) These securities were sold solely by TA/Advent VIII L.P.
- (3) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
- (4) These securities were sold solely by TA Executives Fund LLC.
- (5) These securities are owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner and a Limited Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (6) These securities are owned solely by TA/Advent VIII L.P. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner and a Limited Partner of TA/Advent VIII L.P. Each of TA Associates, Inc. and TA Associates VIII LLC may be deemed to have a beneficial interest in shares held by TA/Advent VIII L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (7) These securities are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner and a Limited Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

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- These securities are owned solely by TA Executives Fund LLC. TA Associates, Inc. is the Manager of TA Executives Fund LLC. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Executives Fund LLC and disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

Remarks:

The Reporting Persons have 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.