### Edgar Filing: REPLIDYNE INC - Form 3

REPLIDYNE INC

Form 3 June 27, 2006

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

0.5

Estimated average burden hours per

response...

**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 \*

 **MORGENTHALER** PARTNERS VII LP

(First)

(Middle)

Statement

(Month/Day/Year) 06/27/2006

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

REPLIDYNE INC [RDYN]

(Last)

50 PUBLIC SQUARE, SUITE 2700

(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

(give title below) (specify below)

Director Officer

\_X\_ 10% Owner Other

6. Individual or Joint/Group

Filing(Check Applicable Line) \_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CLEVELAND. OHÂ 44113

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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.

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

(Instr. 4)

1. Title of Derivative Security 2. Date Exercisable and **Expiration Date** 

(Month/Day/Year)

Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

Price of

5 Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Expiration

Exercisable Date Title Amount or Number of Derivative Security: Security Direct (D)

### Edgar Filing: REPLIDYNE INC - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	06/27/2006	(1)	Common Stock	2,000,000	\$ <u>(1)</u>	I	See footnote 2 (2)
Series C Preferred Stock	06/27/2006	(1)	Common Stock	6,400,000	\$ <u>(1)</u>	I	See footnote 2 (2)
Series D Preferred Stock	06/27/2006	(1)	Common Stock	1,874,163	\$ <u>(1)</u>	I	See footnote 2 (2)
Warrant (right to buy)	06/27/2006	06/27/2011	Series C Preferred Stock	80,001 (3)	\$ 1.25 <u>(3)</u>	I	See footnote 2 (2)

## **Reporting Owners**

CLEVELAND, OHÂ 44113

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MORGENTHALER PARTNERS VII LP					
50 PUBLIC SQUARE SUITE 2700	Â	ÂX	Â	Â	

## **Signatures**

/s/ Laura M. Medina, Attorney-in-Fact 06/27/2006

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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 Issuer's preferred stock will automatically be converted into Common Stock upon the closing of the Issuer's initial public offering.

  (1) The number of shares does not reflect the automatic conversion of each share of Series A, C and D Preferred Stock into 0.20391517 shares of Common Stock upon the closing of the initial public offering
  - The shares are held by Morgenthaler Partners VII, L.P. (MP VII). The managing general partner of MP VII is Morgenthaler Management Partners VII, LLC (MMP VII). The members of MMP VII are Ralph E. Christoffersen, Robert C. Bellas, Jr., Greg E. Blonder, James W.
- (2) Broderick, Daniel J. Farrar, Andrew S. Lanza, Theodore A. Laufik, Paul H. Levine, Gary R. Little, John D. Lutsi, Gary J. Morgenthaler, Robert D. Pavey, G. Gary Shaffer, Alfred J.V. Stanley and Peter G. Taft. As such, the members of MMP VII share voting power over the shares held by MP VII. Each member of MMP VII disclaims beneficial ownership of the shares held by MP VII except to the extent of his pecuniary interest therein.
- The warrants to purchase shares of Series C Preferred Stock will automatically be converted into warrants to purchase shares of Common Stock upon the closing of the Issuer's initial public offering. The number of shares and exercise price do not reflect the automatic conversion of each share of Series C Preferred Stock into 0.20391517 shares of Common Stock upon the closing of the initial public offering

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.

Reporting Owners 2