

THERMAGE INC
Form 3
November 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â DELPHI MANAGEMENT PARTNERS V LLC			(Month/Day/Year)	THERMAGE INC [THRM]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
3000 SAND HILL ROAD,Â BUILDING 1, SUITE 135				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
MENLO PARK,Â CAÂ 94025				<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	659,514	\$ (3)	I (4)	By Delphi Ventures V, L.P.
Series C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	7,152	\$ (3)	I (5)	By Delphi BioInvestments V, L.P.
Series C Convertible Preferred Stock Warrant (right to buy)	Â (1)	03/12/2009	Common Stock	21,984	\$ 4.5	I (4)	By Delphi Ventures V, L.P.
Series C Convertible Preferred Stock Warrant (right to buy)	Â (1)	03/12/2009	Common Stock	239	\$ 4.5	I (5)	By Delphi BioInvestments V, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DELPHI MANAGEMENT PARTNERS V LLC 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â
DELPHI VENTURES V LP 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â
DELPHI BIOINVESTMENTS V LP 3000 SAND HILL ROAD BUILDING 1, SUITE 135 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Douglas L. Douglass, Managing Member 11/09/2006

**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).
- (1) Immediately.
- (2) Not applicable.
- (3) 1-for-1.
- (4)

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The reported securities are owned directly by Delphi Ventures V, L.P. and indirectly by Delphi Management Partners V, LLC, as general partner of Delphi Ventures V, L.P. Delphi Management Partners V, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

- (5) The reported securities are owned directly by Delphi BioInvestments V, L.P. and indirectly by Delphi Management Partners V, LLC, as general partner of Delphi BioInvestments V, L.P. Delphi Management Partners V, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein. Delphi Ventures V, L.P. disclaims beneficial ownership of these securities.

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Remarks:

TheÂ DateÂ ofÂ EventÂ isÂ basedÂ uponÂ theÂ dateÂ ofÂ effectivenessÂ ofÂ theÂ Issuer'sÂ RegistrationÂ StatementÂ o

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.