XTENT INC Form 4 February 07, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Morgenthaler Partners VI LP

(First)

2. Issuer Name and Ticker or Trading

Symbol

XTENT INC [XTNT]

3. Date of Earliest Transaction

(Month/Day/Year) 02/06/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

2710 SAND HILL ROAD SUITE 100

(Street)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

MENLO PARK, CA 94025

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

02/06/2007

(State)

3. Execution Date, if Code (Month/Day/Year) (Instr. 8)

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired (A) 5. Amount of Transactionr Disposed of (D) (Instr. 3, 4 and 5)

(A)

(1)

Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

or Amount (D) Price

Code V

5,060,243

5,060,243

Transaction(s)

(Instr. 3 and 4)

 $D^{(2)}$

(Instr. 4)

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

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SEC 1474 (9-02)

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

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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. Transactic Code (Instr. 8)	5. Number of or 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 or Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D))	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	<u>(3)</u>	02/06/2007		C	1,500,	,000	(3)	<u>(1)</u>	Common Stock	1,500,
Series B Convertible Preferred Stock	<u>(3)</u>	02/06/2007		С	930,8	351	(3)	<u>(1)</u>	Common Stock	930,8
Series C Convertible Preferred Stock	<u>(3)</u>	02/06/2007		С	1,660,	,516	(3)	<u>(1)</u>	Common Stock	1,660,
Series D Convertible Preferred Stock	<u>(3)</u>	02/06/2007		С	968,8	376	(3)	<u>(1)</u>	Common Stock	968,8

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Morgenthaler Partners VI LP 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025		X				
Morgenthaler Management Partners VI LLC 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025		X				
Signatures						

/s/ Robert C. Bellas, Jr., Managing 02/06/2007 Member

> **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) Not applicable.

Reporting Owners 2

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- The reported securities are owned directly by Morgenthaler Partners VI, L.P. and indirectly by Morgenthaler Management Partners VI, L.P. directions beneficial.
- (2) L.L.C., as general partner of Morgenthaler Partners VI, L.P. Morgenthaler Management Partners VI, L.L.C. disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (3) The reported securities automatically converted into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering on February 6, 2007.

Remarks:

See Exhibit 99 - Joint Filer Information.

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.