

XTENT INC
Form 4
February 07, 2007

FORM 4

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

OMB APPROVAL

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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 *
ADVANCED TECHNOLOGY VENTURES VII LP

(Last) (First) (Middle)

1000 WINTER STREET, SUITE 3700

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XTENT INC [XTNT]

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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	02/06/2007		C		2,409,589	A	Ⓛ	2,409,589	I (2)	By Advanced Technology Ventures VII, L.P.
Common Stock	02/06/2007		C		96,694	A	Ⓛ	96,694	I (3)	By Advanced Technology Ventures VII (B), L.P.
Common Stock	02/06/2007		C		46,477	A	Ⓛ	46,477	I (4)	By Advanced Technology Ventures VII (C), L.P.

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Common Stock	02/06/2007		C	14,359	A	(1)	14,359	I (5)	By ATV Entrepreneurs VII, L.P.
Common Stock	02/06/2007		C	402,776	A	(1)	402,776	I (6)	By Advanced Technology Ventures VI, L.P.
Common Stock	02/06/2007		C	25,708	A	(1)	25,708	I (7)	By ATV Entrepreneurs VI, L.P.

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series B Convertible Preferred Stock	(8)	02/06/2007		C	1,012,820	(8) (1)	Common Stock 1,012,
Series C Convertible Preferred Stock	(8)	02/06/2007		C	927,748	(8) (1)	Common Stock 927,7
Series D Convertible Preferred Stock	(8)	02/06/2007		C	469,021	(8) (1)	Common Stock 469,0
Series B Convertible Preferred Stock	(8)	02/06/2007		C	40,644	(8) (1)	Common Stock 40,6
Series C Convertible Preferred	(8)	02/06/2007		C	37,229	(8) (1)	Common Stock 37,2

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Stock									
Series D Convertible Preferred Stock	(8)	02/06/2007	C	18,821	(8)	(1)	Common Stock	18,821	
Series B Convertible Preferred Stock	(8)	02/06/2007	C	19,536	(8)	(1)	Common Stock	19,536	
Series C Convertible Preferred Stock	(8)	02/06/2007	C	17,895	(8)	(1)	Common Stock	17,895	
Series D Convertible Preferred Stock	(8)	02/06/2007	C	9,046	(8)	(1)	Common Stock	9,046	
Series B Convertible Preferred Stock	(8)	02/06/2007	C	6,036	(8)	(1)	Common Stock	6,036	
Series C Convertible Preferred Stock	(8)	02/06/2007	C	5,529	(8)	(1)	Common Stock	5,529	
Series D Convertible Preferred Stock	(8)	02/06/2007	C	2,794	(8)	(1)	Common Stock	2,794	
Series B Convertible Preferred Stock	(8)	02/06/2007	C	169,643	(8)	(1)	Common Stock	169,643	
Series C Convertible Preferred Stock	(8)	02/06/2007	C	154,849	(8)	(1)	Common Stock	154,849	
Series D Convertible Preferred Stock	(8)	02/06/2007	C	78,284	(8)	(1)	Common Stock	78,284	
Series B Convertible Preferred Stock	(8)	02/06/2007	C	10,828	(8)	(1)	Common Stock	10,828	

Series C Convertible Preferred Stock	<u>(8)</u>	02/06/2007	C	9,883	<u>(8)</u>	<u>(1)</u>	Common Stock	9,88
Series D Convertible Preferred Stock	<u>(8)</u>	02/06/2007	C	4,997	<u>(8)</u>	<u>(1)</u>	Common Stock	4,99

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADVANCED TECHNOLOGY VENTURES VII LP 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451		X		
ATV Associates VII, L.L.C. 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451		X		
Advanced Technology Ventures VII(B), L.P. 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451		X		
Advanced Technology Ventures VII(C), L.P. 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451		X		
ATV Entrepreneurs VII, L.P. 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451		X		
ATV Associates VI, L.L.C. 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451		X		
Advanced Technology Ventures VI, L.P. 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451		X		
ATV Entrepreneurs VI, L.P. 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451		X		

Signatures

/s/ Michael A. Carusi, Managing
Director

02/06/2007

__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.

The reported securities are owned directly by Advanced Technology Ventures VII, L.P. and indirectly by ATV Associates VII, L.L.C., as general partner of Advanced Technology Ventures VII, L.P. ATV Associates VII, L.L.C. disclaims beneficial ownership of these

(2) securities except to the extent of its pecuniary interest therein. Advanced Technology Ventures VII (B), L.P., Advanced Technology Ventures VII (C), L.P., ATV Entrepreneurs VII, L.P., ATV Associates VI, L.L.C., Advanced Technology Ventures VI, L.P. and ATV Entrepreneurs VI, L.P. each disclaims beneficial ownership of these securities.

The reported securities are owned directly by Advanced Technology Ventures VII (B), L.P. and indirectly by ATV Associates VII, L.L.C., as general partner of Advanced Technology Ventures VII (B), L.P. ATV Associates VII, L.L.C. disclaims beneficial ownership of

(3) these securities except to the extent of its pecuniary interest therein. Advanced Technology Ventures VII, L.P., Advanced Technology Ventures VII (C), L.P., ATV Entrepreneurs VII, L.P., ATV Associates VI, L.L.C., Advanced Technology Ventures VI, L.P. and ATV Entrepreneurs VI, L.P. each disclaims beneficial ownership of these securities.

The reported securities are owned directly by Advanced Technology Ventures VII (C), L.P. and indirectly by ATV Associates VII, L.L.C., as general partner of Advanced Technology Ventures VII (C), L.P. ATV Associates VII, L.L.C. disclaims beneficial ownership of

(4) these securities except to the extent of its pecuniary interest therein. Advanced Technology Ventures VII, L.P., Advanced Technology Ventures VII (B), L.P., ATV Entrepreneurs VII, L.P., ATV Associates VI, L.L.C., Advanced Technology Ventures VI, L.P. and ATV Entrepreneurs VI, L.P. each disclaims beneficial ownership of these securities.

The reported securities are owned directly by ATV Entrepreneurs VII, L.P. and indirectly by ATV Associates VII, L.L.C., as general partner of ATV Entrepreneurs VII, L.P. ATV Associates VII, L.L.C. disclaims beneficial ownership of these securities except to the

(5) extent of its pecuniary interest therein. Advanced Technology Ventures VII, L.P., Advanced Technology Ventures VII (B), L.P., Advanced Technology Ventures VII (C), L.P., ATV Associates VI, L.L.C., Advanced Technology Ventures VI, L.P. and ATV Entrepreneurs VI, L.P. each disclaims beneficial ownership of these securities.

The reported securities are owned directly by Advanced Technology Ventures VI, L.P. and indirectly by ATV Associates VI, L.L.C., as general partner of Advanced Technology Ventures VI, L.P. ATV Associates VI, L.L.C. disclaims beneficial ownership of these securities

(6) except to the extent of its pecuniary interest therein. Advanced Technology Ventures VII, L.P., Advanced Technology Ventures VII (B), L.P., Advanced Technology Ventures VII (C), L.P., ATV Associates VII, L.L.C., ATV Entrepreneurs VII, L.P. and ATV Entrepreneurs VI, L.P. each disclaims beneficial ownership of these securities.

The reported securities are owned directly by ATV Entrepreneurs VI, L.P. and indirectly by ATV Associates VI, L.L.C., as general partner of ATV Entrepreneurs VI, L.P. ATV Associates VI, L.L.C. disclaims beneficial ownership of these securities except to the extent

(7) of its pecuniary interest therein. Advanced Technology Ventures VII, L.P., Advanced Technology Ventures VII (B), L.P., Advanced Technology Ventures VII (C), L.P., ATV Associates VII, L.L.C., ATV Entrepreneurs VII, L.P. and Advanced Technology Ventures VI, L.P. each disclaims beneficial ownership of these securities.

(8) 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.

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