

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 *

Â COLELLA SAMUEL D
(Last) (First) (Middle)

3000 SAND HILL ROAD,Â BLDG 4, SUITE 210

(Street)

MENLO PARK,Â CAÂ 94025

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/09/2006

3. Issuer Name and Ticker or Trading Symbol
THERMAGE INC [THRM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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)

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)

Date Exercisable Date Expiration

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

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

							(Instr. 5)
Director Stock Option (right to buy)	Â <u>(1)</u>	09/19/2012	Common Stock	10,000	\$ 0.45	D <u>(2)</u>	Â
Director Stock Option (right to buy)	Â <u>(3)</u>	01/22/2014	Common Stock	10,000	\$ 1.9	D <u>(2)</u>	Â
Director Stock Option (right to buy)	Â <u>(4)</u>	02/02/2015	Common Stock	10,000	\$ 1.9	D <u>(2)</u>	Â
Director Stock Option (right to buy)	Â <u>(5)</u>	05/03/2016	Common Stock	10,000	\$ 3	D <u>(2)</u>	Â
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	922,400	\$ <u>(7)</u>	I <u>(8)</u>	By Institutional Venture Partners VII, L.P.
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	739,623	\$ <u>(7)</u>	I <u>(8)</u>	By Institutional Venture Partners VII, L.P.
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	1,084,535	\$ <u>(7)</u>	I <u>(8)</u>	By Institutional Venture Partners VII, L.P.
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	19,311	\$ <u>(7)</u>	I <u>(9)</u>	By Institutional Venture Management VII, L.P.
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	15,094	\$ <u>(7)</u>	I <u>(9)</u>	By Institutional Venture Management VII, L.P.
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	22,133	\$ <u>(7)</u>	I <u>(9)</u>	By Institutional Venture Management VII, L.P.
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	23,836	\$ <u>(7)</u>	I <u>(10)</u>	By IVP Founders Fund I, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLELLA SAMUEL D 3000 SAND HILL ROAD BLDG 4, SUITE 210 MENLO PARK, CA 94025	Â X	Â	Â	Â
INSTITUTIONAL VENTURE PARTNERS VII 3000 SAND HILL ROAD	Â X	Â X	Â	Â

BUILDING 2, SUITE 250
 MENLO PARK, CA 94025

INSTITUTIONAL VENTURE MANAGEMENT VII LP
 3000 SAND HILL ROAD
 BUILDING 2, SUITE 250
 MENLO PARK, CA 94025

X X X X

Signatures

/s/ Samuel D. Colella 11/04/2006

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) The reported securities are owned directly by Samuel D. Colella. Institutional Venture Partners VII, L.P. and Institutional Venture Management VII, L.P. disclaim beneficial ownership of these securities.
- (3) This option vests and the shares become exercisable according to the following schedule: 1/48 on February 29, 2004 and 1/48 on the last day of each full calendar month thereafter.
- (4) This option vests and the shares become exercisable according to the following schedule: 1/48 on March 31, 2005 and 1/48 on the last day of each full calendar month thereafter.
- (5) This option vests and the shares become exercisable according to the following schedule: 1/48 on March 31, 2006 and 1/48 on the last day of each full calendar month thereafter.
- (6) Not applicable.
- (7) 1-for-1.
 The reported securities are owned directly by Institutional Venture Partners VII, L.P. and indirectly by Institutional Venture Management VII, L.P. as general partner of Institutional Venture Partners VII, L.P. Mr. Colella shares voting and investment control over all securities held by Institutional Venture Partners VII, L.P. and Institutional Venture Management VII, L.P. Mr. Colella and Institutional Venture Management VII, L.P. disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.
- (8) The reported securities are owned directly by Institutional Venture Management VII, L.P. Mr. Colella shares voting and investment control over all securities held by Institutional Venture Management VII, L.P. Mr. Colella disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Institutional Venture Partners VII, L.P. disclaims beneficial ownership of these securities.
- (9) Mr. Colella shares voting and investment control over all securities held by IVP Founders Fund I, L.P. Mr. Colella disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Institutional Venture Partners VII, L.P. and Institutional Venture Management VII, L.P. disclaim beneficial ownership of these securities.

Remarks:
 Institutional Venture Partners VII, L.P. and Institutional Venture Management VII, L.P. (collectively, "I

Exhibit List

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.