

IPG PHOTONICS CORP  
Form 3  
December 12, 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â CHILD MICHAEL C</p> <p>(Last) (First) (Middle)</p> <p>JOHN HANCOCK TOWER,Â 200 CLARENDON ST. 56TH FLOOR</p> <p>(Street)</p> <p>BOSTON,Â MAÂ 02116</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/12/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>IPG PHOTONICS CORP [IPGP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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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)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (1)	04/05/2012	Common Stock	33,334	\$ 1.5	D	Â
Stock Options (right to buy)	Â (2)	12/14/2014	Common Stock	33,334	\$ 1.5	D	Â
Stock Options (right to buy)	Â (3)	06/12/2015	Common Stock	20,000	\$ 1.5	D	Â
Stock Options (right to buy)	Â (4)	06/21/2016	Common Stock	6,667	\$ 6.45	D	Â
Series B Preferred Stock	12/12/2006	Â (9)	Common Stock	22,291	\$ (5)	I	See Footnote 7 (7)
Series B Warrants	12/12/2006	04/01/2008	Common Stock	(6)	\$ (6)	I	See Footnote 7 (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHILD MICHAEL C JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116	Â X	Â	Â	Â

## Signatures

Michael C. Child 12/12/2006  
 \_\_Signature of Reporting Person Date

By: Thomas P. Alber, 12/12/2006  
 Attorney-in-Fact Date  
 \_\_Signature of Reporting Person

## 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) 8,334 of such options were immediately exercisable and the remaining options became exercisable in three equal installments of 8,333 shares beginning on 12/29/02
- (2) The option was exercisable immediately.
- (3) The option is exercisable in four equal installments of 5,000 shares. The first installment became exercisable on 6/12/2006.
- (4) The option is exercisable in four equal installments of 1,667 shares. The first installment became exercisable on 6/21/2007.
- (5) The number of shares of Common Stock is subject to adjustment based upon the initial public offering price in connection with the issuer's initial public offering.
- (6) The number of shares of Common Stock underlying the warrants is indeterminate and will be determined based upon the initial public offering price of the Common Stock in connection with the issuer's initial public offering.

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(7) The reporting person may be deemed to have an indirect pecuniary interest as a member of TA Investors LLC in shares of Series B Preferred Stock that will convert into 22,291 shares of Common Stock. The number of shares of Common Stock is subject to adjustment based upon the initial public offering price in connection with the issuer's initial public offering. The reporting person disclaims beneficial ownership of such securities except to the extent of the shares of Series B Preferred Stock as to which he holds a pecuniary interest.

(8) The reporting person may be deemed to have an indirect pecuniary interest as a member of TA Investors LLC in the Series B Warrants. The number of shares of Common Stock underlying the warrants is indeterminate and will be determined based upon the initial public offering price of the Common Stock in connection with the issuer's initial public offering. The reporting person disclaims beneficial ownership of such securities except to the extent of the Series B Warrants as to which he holds a pecuniary interest.

(9) N/A

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### Remarks:

The Reporting Person has a representative on the issuer's board of directors. Michael Child current

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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