

THERMAGE INC
Form 3
November 09, 2006

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 COLELLA SAMUEL D | | (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 BLDG 4, SUITE 210 | | 11/09/2006 | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| MENLO PARK,Â CAÂ 94025 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

| | | | | | | | (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.