

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â TECHNOLOGY PARTNERS FUND VII LP | | | (Month/Day/Year) 11/09/2006 | THERMAGE INC [THRM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 100 SHORELINE HIGHWAY,Â SUITE 282, BLDG. B | | | (Check all applicable) | | |
| (Street) | | | ___ Director <input checked="" type="checkbox"/> 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| MILL VALLEY,Â CAÂ 94941 | | | ___ Officer ___ Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | | | |

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series C Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 1,601,025 | \$ (3) | D (4) | Â |
| Series C Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 99,121 | \$ (3) | I (5) | By Technology Partners Affiliates VII, L.P. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TECHNOLOGY PARTNERS FUND VII LP 100 SHORELINE HIGHWAY SUITE 282, BLDG. B MILL VALLEY,Â CAÂ 94941 | Â | Â X | Â | Â |
| TP MANAGEMENT VII LLC 100 SHORELINE HIGHWAY SUITE 282, BLDG. B MILL VALLEY,Â CAÂ 94941 | Â | Â X | Â | Â |

Signatures

/s/ Sheila Mutter, for TP Management VII, LLC, as general partner of Technology Partners Fund VII, L.P.

11/09/2006

__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) Not applicable.
- (3) 1-for-1.
- (4) The reported securities are owned directly by Technology Partners Fund VII, L.P. and indirectly by TP Management VII, LLC, as general partner of Technology Partners Partners VII, L.P. TP Management VII, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (5) The reported securities are owned directly by Technology Partners Affiliates VII, L.P. and indirectly by TP Management VII, LLC, as general partner of Technology Partners Affiliates VII, L.P. TP Management VII, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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Remarks:

TheÂ DateÂ ofÂ EventÂ isÂ basedÂ uponÂ theÂ dateÂ ofÂ effectivenessÂ ofÂ theÂ Issuer'sÂ RegistrationÂ StatementÂ of

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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