

CRYOCOR INC
Form 3
July 13, 2005

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 *

William Blair Capital Management VII, LLC

(Last) (First) (Middle)

303 W. MADISON SUITE 2500

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
07/13/2005

3. Issuer Name and Ticker or Trading Symbol
CRYOCOR INC [CRYO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 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
X 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)

Date Exercisable Date

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)

Series D Redeemable
Convertible Preferred Stock ⁽¹⁾ ⁽²⁾ ⁽³⁾ Common Stock 1,645,408 ⁽⁴⁾ \$ ⁽⁵⁾ I by partnership ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
William Blair Capital Management VII, LLC 303 W. MADISON SUITE 2500 CHICAGO, IL 60606	^	^ X	^	^
William Blair Capital Management VII, LP 303 W. MADISON SUITE 2500 CHICAGO, IL 60606	^	^ X	^	^
BLAIR WILLIAM CAPITAL PARTNERS VII QP LP 303 W. MADISON SUITE 2500 CHICAGO, IL 60606	^	^ X	^	^
BLAIR WILLIAM CAPITAL PARTNERS VII LP 303 W. MADISON SUITE 2500 CHICAGO, IL 60606	^	^ X	^	^

Signatures

Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C. 07/13/2005

⁽¹⁾Signature of Reporting Person Date

Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P. 07/13/2005

⁽¹⁾Signature of Reporting Person Date

Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P., the general partner of William Blair Capital Partners VII QP, L.P. 07/13/2005

⁽¹⁾Signature of Reporting Person Date

Arda M. Minocherhomjee, Managing Director of William Blair Capital Management VII, L.L.C., the general partner of William Blair Capital Management VII, L.P., the general partner of William Blair Capital Partners VII, L.P. 07/13/2005

⁽¹⁾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) The Designated Filer is executing this report on behalf of William Blair Capital Management VII, L.L.C., William Blair Capital Management VII, L.P., William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. (collectively, the "Reporting Persons"), each of whom has authorized it to do so; each of the Reporting Persons disclaim beneficial ownership of the Issuer's securities to the extent it exceeds such Reporting Person's pecuniary interest.

Edgar Filing: CRYOCOR INC - Form 3

- (2) Immediately following the closing of the initial public offering of the Issuer's Common Stock, all outstanding shares of Preferred Stock will be automatically converted into shares of the Issuer's Common Stock.
- (3) Not applicable.
- (4) Represents 1,584,364 shares of beneficially owned by William Blair Capital Partners VII QP, LP and 61,044 shares beneficially owned by William Blair Capital Partners VII LP.
- (5) Convertible at 0.036272 share of Common for 1 share of Preferred

The amount shown in Table II represents the beneficial ownership of the Issuer's equity securities by William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P., a portion of which may be deemed attributable to William Blair Capital Management VII, L.L.C. and William Blair Capital Management VII, L.P., because William Blair Capital Management VII, L.P. is the general partner of William Blair Capital Partners VII QP, L.P. and William Blair Capital Partners VII, L.P. and William Blair Capital Management VII, L.L.C. is the general partner of William Blair Capital Management VII, L.P. The actual pro rata portion of such beneficial ownership that may be deemed attributable to such Reporting Person is not readily determinable because it is subject to several variables.

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.