

ABIOMED INC
Form 4
June 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
SUTTER MARTIN P

(Last) (First) (Middle)

21 WATERWAY AVENUE, SUITE 225

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ABIOMED INC [ABMD]

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	05/19/2015		J ⁽¹⁾		24,747	A	\$ 67.74
Common Stock, \$0.01 par value	05/29/2015		P		7,500	A	\$ 60.17 ⁽²⁾
Common Stock, \$0.01 par value					946,818	I	By Essex Woodlands Health Ventures

Common Stock, \$0.01 par value	1,203,182 ⁽⁴⁾ I	Fund VI, L.P. ⁽³⁾ By Essex Woodlands Health Ventures Fund VII, L.P. ⁽⁵⁾
---	----------------------------	--

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

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock option (right to buy) ⁽⁶⁾	\$ 13.91					05/20/2009 ⁽⁷⁾	05/20/2018	Common Stock	25,000
Stock option (right to buy) ⁽⁸⁾	\$ 18.63					08/12/2009	08/13/2018	Common Stock	12,000
Stock option (right to buy) ⁽⁸⁾	\$ 7.67					08/11/2010	08/12/2019	Common Stock	12,000
Stock option (right to buy) ⁽⁸⁾	\$ 9.99					08/10/2011	08/11/2020	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTER MARTIN P 21 WATERWAY AVENUE, SUITE 225 THE WOODLANDS, TX 77380			X	

Signatures

/s/ Martin P.
Sutter

06/02/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- Mr. Sutter received 24,747 shares of Common Stock as a payment-in-kind distribution from Essex Woodlands Health Ventures Fund VII, L.P. ("Fund VII") to its general partner and limited partners of an aggregate payment-in-kind distribution of 1,000,000 shares of Common Stock.
- (2) On May 29, 2015, Mr. Sutter purchased an aggregate of 7,500 shares of Common Stock of the Issuer in multiple open market transactions, with prices ranging from \$59.80 to \$60.50.
- These securities are held by Essex Woodlands Health Ventures Fund VI, L.P. ("Fund VI"). Mr. Sutter is a managing director of Essex Woodlands Health Ventures VI, L.P., the general partner that manages Fund VI. As managing director, Mr. Sutter shares voting and investment powers for Fund VI. Mr. Sutter disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.
- (3) On May 19, 2015, Fund VII made a payment-in-kind distribution of 1,000,000 shares of Issuer's Common Stock to its partners pro-rata based on their respective interests in Fund VII rather than selling the shares and distributing the proceeds.
- These securities are held by Fund VII. Mr. Sutter is a managing director of Essex Woodlands Health Ventures VII, L.P., the general partner that manages Fund VII. As managing director, Mr. Sutter shares voting and investment powers for Fund VII. Mr. Sutter disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.
- (6) Grant to reporting person to buy shares of Common Stock of Issuer under ABIOMED, Inc. 2000 Stock Incentive Plan.
 - (7) These options become exercisable in annual 20% increments commencing on the date set forth in Table II, Column 6.
 - (8) Grant to reporting person of option to buy shares of Common Stock of Issuer set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

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.