

FRIEDMAN JOHN H

Form 4

January 05, 2012

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FRIEDMAN JOHN H

(Last) (First) (Middle)

651 CAMPUS DRIVE

(Street)

ST. PAUL, MN 55112

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Cardiovascular Systems Inc [CSII]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/03/2012

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                         |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             |                                                                         |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | 8,000                                                                   | D                                                                 |
| Common<br>Stock                       | 01/03/2012                              |                                                             | S                                    | 31,855<br>(1)                                                           | D \$<br>10.1111<br>(2)                                                                                             | 364,168                                                                 | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | Easton<br>Hunt<br>Capital<br>Partners,<br>L.P. (4)                |
| Common<br>Stock                       | 01/04/2012                              |                                                             | S                                    | 20,543<br>(1)                                                           | D \$<br>10.2484<br>(3)                                                                                             | 343,625                                                                 | I                                                                 |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | Easton<br>Hunt<br>Capital<br>Partners,<br>L.P. (4)                |

|                 |         |   |                                                     |
|-----------------|---------|---|-----------------------------------------------------|
| Common<br>Stock | 421,023 | I | Easton<br>Capital<br>Partners,<br>LP <sup>(4)</sup> |
|-----------------|---------|---|-----------------------------------------------------|

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8.<br>D<br>S<br>(I |                                  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------|----------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title              | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 7.9                                                                |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (5)                                                                 | 10/08/2017         | Common<br>Stock    | 4,321                            |
| Stock<br>Option<br>(right to<br>buy)                | \$ 11.38                                                              |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (5)                                                                 | 11/12/2017         | Common<br>Stock    | 15,088                           |
| Stock<br>Option<br>(right to<br>buy)                | \$ 8.83                                                               |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (5)                                                                 | 08/14/2016         | Common<br>Stock    | 38,820                           |
| Restricted<br>Stock<br>Units                        | (6)                                                                   |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (6)                                                                 | (6)                | Common<br>Stock    | 5,714                            |
| Restricted<br>Stock<br>Units                        | (6)                                                                   |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (6)                                                                 | (6)                | Common<br>Stock    | 11,628                           |
| Restricted<br>Stock<br>Units                        | (6)                                                                   |                                         |                                                             |                                         |                                                                                                                       |                                                                |     | (6)                                                                 | (6)                | Common<br>Stock    | 21,739                           |

|                              |         |            |            |                 |         |
|------------------------------|---------|------------|------------|-----------------|---------|
| Restricted<br>Stock<br>Units | (7)     | (7)        | (7)        | Common<br>Stock | 7,192   |
| Warrant<br>(Right to<br>Buy) | \$ 9.28 | 09/12/2008 | 09/12/2013 | Common<br>Stock | 107,833 |
| Warrant<br>(Right to<br>Buy) | \$ 8.83 | 02/25/2009 | 02/24/2014 | Common<br>Stock | 151,617 |
| Warrant<br>(Right to<br>Buy) | \$ 8.83 | 02/25/2009 | 02/24/2014 | Common<br>Stock | 151,617 |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |         |       |
|-----------------------------------------------------------|---------------|-----------|---------|-------|
|                                                           | Director      | 10% Owner | Officer | Other |
| FRIEDMAN JOHN H<br>651 CAMPUS DRIVE<br>ST. PAUL, MN 55112 |               | X         |         |       |

## Signatures

/s/ Scott J. Dorfman as Attorney-in-Fact for John H. Friedman pursuant to Power of Attorney previously filed.

01/05/2012

\_\_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).
- (1) The sale of the underlying shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Easton Hunt Capital Partners, L.P. on November 30, 2011.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$9.97 to \$10.23 inclusive. The reporting person undertakes to provide Cardiovascular Systems, Inc., any security holder of Cardiovascular Systems, Inc. or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.20 to \$10.34 inclusive. The reporting person undertakes to provide Cardiovascular Systems, Inc., any security holder of Cardiovascular Systems, Inc. or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Mr. Friedman disclaims beneficial ownership of shares held by Easton Hunt Capital Partners, L.P. and Easton Capital Partners, LP except to the extent of his pecuniary interest therein.
- (4) Fully exercisable.
- (5)

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- (6) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment and shall be payable in shares of the Company's Common Stock beginning six months following the termination of each director's board membership.
- (7) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment, and shall be payable in cash or shares of the Company's Common Stock beginning six months following the termination of each director's board membership; provided, however, that the restricted stock units vest in remaining quarterly amounts of 1,798 on each of 3/31/2012 and 6/30/2012.
- (8) Mr. Friedman disclaims beneficial ownership of warrants held by Easton Hunt Capital Partners, L.P. and Easton Capital Partners, LP except to the extent of his pecuniary interest therein.

### Remarks:

Remarks: The options and restricted stock units are held for the benefit of Easton Hunt Capital Partners, L.P. and Easton Capital Partners, LP.

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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