

XTENT INC
Form 4
February 07, 2007

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

OMB APPROVAL

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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 *
LATTERELL PATRICK F

(Last) (First) (Middle)

C/O LATTERELL VENTURE PARTNERS, ONE EMBARCADERO CENTER SUITE 4050

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
XTENT INC [XTNT]

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2007

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/06/2007		C		586,574	A	Ⓛ	586,574	I (2)	By Latterell Venture Partners, L.P.
Common Stock	02/06/2007		C		2,020,425	A	Ⓛ	2,020,425	I (3)	By Latterell Venture Partners II, L.P.
Common Stock	02/06/2007		C		196,458	A	Ⓛ	196,458	I (4)	By Latterell Venture Partners III,

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Common Stock	02/06/2007		C	9,822	A	<u>(1)</u>	9,822	I ⁽⁴⁾	L.P. By LVP III Associates, L.P.
Common Stock	02/06/2007		C	4,911	A	<u>(1)</u>	4,911	I ⁽⁴⁾	By LVP III Partners, L.P.
Common Stock							10,000	I ⁽⁵⁾	By Latterell Management Company, L.L.C.

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	<u>(6)</u>	02/06/2007		C	225,000	<u>(6)</u>	<u>(1)</u>	Common Stock	225,000
Series B Convertible Preferred Stock	<u>(6)</u>	02/06/2007		C	119,681	<u>(6)</u>	<u>(1)</u>	Common Stock	119,681
Series C Convertible Preferred Stock	<u>(6)</u>	02/06/2007		C	166,051	<u>(6)</u>	<u>(1)</u>	Common Stock	166,051
Series D Convertible Preferred Stock	<u>(6)</u>	02/06/2007		C	75,842	<u>(6)</u>	<u>(1)</u>	Common Stock	75,842
Series A	<u>(6)</u>	02/06/2007		C	775,000	<u>(6)</u>	<u>(1)</u>	Common	775,000

Convertible Preferred Stock								Stock	
Series B Convertible Preferred Stock	(6)	02/06/2007	C	412,234	(6)	(1)	Common Stock	412,234	
Series C Convertible Preferred Stock	(6)	02/06/2007	C	571,955	(6)	(1)	Common Stock	571,955	
Series D Convertible Preferred Stock	(6)	02/06/2007	C	261,236	(6)	(1)	Common Stock	261,236	
Series D Convertible Preferred Stock	(6)	02/06/2007	C	196,458	(6)	(1)	Common Stock	196,458	
Series D Convertible Preferred Stock	(6)	02/06/2007	C	9,822	(6)	(1)	Common Stock	9,822	
Series D Convertible Preferred Stock	(6)	02/06/2007	C	4,911	(6)	(1)	Common Stock	4,911	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LATTERELL PATRICK F C/O LATTERELL VENTURE PARTNERS ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	X			

Signatures

/s/ Patrick F. Latterell
02/06/2007

**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) Not applicable.
- (2) Mr. Latterell is a managing member of Latterell Capital Management, L.L.C., the general partner of Latterell Venture Partners, L.P. Mr. Latterell disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (3) Mr. Latterell is a managing member of Latterell Capital Management II, L.L.C., the general partner of Latterell Venture Partners II, L.P. Mr. Latterell disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
Mr. Latterell is a managing member of Latterell Capital Management III, L.L.C., the general partner of Latterell Venture Partners III, L.P., LVP III Associates, L.P. and LVP III Partners, L.P. Mr. Latterell disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (5) Mr. Latterell is a managing member of Latterell Management Company, L.L.C. Mr. Latterell disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (6) The reported securities automatically converted into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering on February 6, 2007.

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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