

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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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 *
Carusi Michael A

(Last) (First) (Middle)

C/O ADVANCED TECHNOLOGY PARTNERS, 1000 WINTER STREET, SUITE 3700

(Street)

WALTHAM, MA 02451

(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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/06/2007		C		25,708	A	Ⓛ 25,708	I (2)	By ATV Entrepreneurs VI, L.P.
Common Stock	02/06/2007		C		402,776	A	Ⓛ 402,776	I (2)	By Advanced Technology Ventures VI, L.P.
Common Stock	02/06/2007		C		14,359	A	Ⓛ 14,359	I (3)	By ATV Entrepreneurs VII, L.P.

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Common Stock	02/06/2007		C	96,694	A	(1)	96,694	I (3)	By Advanced Technology Ventures VII (B), L.P.
Common Stock	02/06/2007		C	46,477	A	(1)	46,477	I (3)	By Advanced Technology Ventures VII (C), L.P.
Common Stock	02/06/2007		C	2,409,589	A	(1)	2,409,589	I (3)	By Advanced Technology Ventures VII, L.P.

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 Number Shares
Series B Convertible Preferred Stock	(4)	02/06/2007		C	10,828	(4) (1)	Common Stock	10,828	
Series C Convertible Preferred Stock	(4)	02/06/2007		C	9,883	(4) (1)	Common Stock	9,883	
Series D Convertible Preferred Stock	(4)	02/06/2007		C	4,997	(4) (1)	Common Stock	4,997	
Series B Convertible Preferred Stock	(4)	02/06/2007		C	169,643	(4) (1)	Common Stock	169,643	
	(4)	02/06/2007		C	154,849	(4) (1)		154,849	

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Series C Convertible Preferred Stock								Common Stock	
Series D Convertible Preferred Stock	(4)	02/06/2007	C	78,284	(4)	(1)	Common Stock	78,284	
Series B Convertible Preferred Stock	(4)	02/06/2007	C	6,036	(4)	(1)	Common Stock	6,036	
Series C Convertible Preferred Stock	(4)	02/06/2007	C	5,529	(4)	(1)	Common Stock	5,529	
Series D Convertible Preferred Stock	(4)	02/06/2007	C	2,794	(4)	(1)	Common Stock	2,794	
Series B Convertible Preferred Stock	(4)	02/06/2007	C	40,644	(4)	(1)	Common Stock	40,644	
Series C Convertible Preferred Stock	(4)	02/06/2007	C	37,229	(4)	(1)	Common Stock	37,229	
Series D Convertible Preferred Stock	(4)	02/06/2007	C	18,821	(4)	(1)	Common Stock	18,821	
Series B Convertible Preferred Stock	(4)	02/06/2007	C	19,536	(4)	(1)	Common Stock	19,536	
Series C Convertible Preferred Stock	(4)	02/06/2007	C	17,895	(4)	(1)	Common Stock	17,895	
Series D Convertible Preferred Stock	(4)	02/06/2007	C	9,046	(4)	(1)	Common Stock	9,046	
	(4)	02/06/2007	C	1,012,820	(4)	(1)		1,012,820	

Series B
Convertible
Preferred
Stock

Common
Stock

Series C
Convertible
Preferred
Stock

(4)

02/06/2007

C

927,748

(4)

(1)

Common
Stock

927,7

Series D
Convertible
Preferred
Stock

(4)

02/06/2007

C

469,021

(4)

(1)

Common
Stock

469,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carusi Michael A C/O ADVANCED TECHNOLOGY PARTNERS 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	X			

Signatures

/s/ Michael A.
Carusi

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. Carusi is a managing member of ATV Associates VI, L.L.C., the general partner of ATV Entrepreneurs VI, L.P. and Advanced Technology Ventures VI, L.P. Mr. Carusi disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(3) Mr. Carusi is a managing member of ATV Associates VII, L.L.C., the general partner of ATV Entrepreneurs VII, L.P., Advanced Technology Ventures VII (B), L.P., Advanced Technology Ventures VII (C), L.P. and Advanced Technology Ventures VII, L.P. Mr. Carusi disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(4) 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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