THERMAGE INC Form 4 November 16, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

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(Print or Type Responses)

1. Name and Address of Reporting Person * DRAPER FISHER JURVETSON EPLANET VENTURES LP

2882 SAND HILL ROAD, SUITE

(First) (Last)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

THERMAGE INC [THRM]

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

11/15/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director Officer (give title

10% Owner Other (specify

below)

(Street)

4. 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

MENLO PARK, CA 94025

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities Acquired (A) 5. Amount of Transaction Disposed of (D) Code

(Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or (D) Price

Transaction(s)

(Instr. 3 and 4)

Common Stock

1.Title of

Security

(Instr. 3)

11/15/2006

 \mathbf{C}

Code V

Amount 1,359,872

(1)

1,359,872

 $D^{(2)}$

(Instr. 4)

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

Execution Date, if

(Month/Day/Year)

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 C Convertible Preferred Stock	(3)	11/15/2006		C	1,359,872	<u>(4)</u>	<u>(1)</u>	Common Stock	1,359,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DRAPER FISHER JURVETSON EPLANET VENTURES LP 2882 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025		X				
Draper Fisher Jurvetson ePlanet Partners, Ltd. 2882 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025		X				

Signatures

/s/ John Fisher, for Draper Fisher Jurvetson ePlanet Partners, Ltd. as general partner of Draper Fisher Jurvetson ePlanet Ventures L.P.

11/15/2006

**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.
- The reported securities are owned by Draper Fisher Jurvetson ePlanet Ventures L.P. and indirectly by Draper Fisher Jurvetson ePlanet (2) Partners, Ltd., as general partner of Draper Fisher Jurvetson ePlanet Ventures L.P. Draper Fisher Jurvetson ePlanet Partners, Ltd.
- disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (3) 1-for-1.
- (4) Immediately.

Remarks:

The reporting entities ceased to be 10% owners as of November 15, 2006.

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.

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