XTENT INC Form 4 February 07, 2007

## FORM 4

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b). (Print or Type Responses)

(City)

1. Name and Address of Reporting Person \* Latterell Venture Partners II LP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Last)

(Middle)

(Zip)

XTENT INC [XTNT] 3. Date of Earliest Transaction

(Month/Day/Year) 02/06/2007

(Check all applicable)

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

ONE EMBARCADERO CENTER **SUITE 4050** 

(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

 $D^{(2)}$ 

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

SAN FRANCISCO, CA 94111

(State)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Ownership Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price

Common  $\mathbf{C}$ 

02/06/2007 Stock

2,020,425 (1) 2,020,425

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 ionDerivative 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	(3)	02/06/2007		C		775,000	(3)	<u>(1)</u>	Common Stock	775,000
Series B Convertible Preferred Stock	(3)	02/06/2007		С		412,234	(3)	<u>(1)</u>	Common Stock	412,234
Series C Convertible Preferred Stock	(3)	02/06/2007		С		571,955	(3)	<u>(1)</u>	Common Stock	571,955
Series D Convertible Preferred Stock	(3)	02/06/2007		C		261,236	(3)	<u>(1)</u>	Common Stock	261,236

# **Reporting Owners**

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
Latterell Venture Partners II LP ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111		X			
Latterell Capital Management II LLC ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111		X			
Signatures					

/s/ Patrick F. Latterell, Managing	02/06/2007		
Member	02/00/2007		
**Signature of Reporting Person	Date		

Reporting Owners 2 Edgar Filing: XTENT INC - Form 4

# **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 directly by Latterell Venture Partners II, L.P. and indirectly by Latterell Capital Management II,
- (2) L.L.C., as general partner of Latterell Venture Partners II, L.P. Latterell Capital Management II, L.L.C. disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (3) 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.

### **Remarks:**

See Exhibit 99 - Joint Filer Information.

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.