

IPG PHOTONICS CORP  
 Form 3  
 December 12, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â TA IX LP                                |         | (Month/Day/Year)                     | IPG PHOTONICS CORP [IPGP]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| JOHN HANCOCK                              |         | 12/12/2006                           |   |  |
| TOWER,Â 200 CLARENDON                     |         |                                      | (Check all applicable)  |  |
| ST. 56TH FLOOR                            |         |                                      | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
| (Street)                                  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| BOSTON,Â MAÂ 02116                        |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City)                                    | (State) | (Zip)                                |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

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|                          |            |            | Shares          |         |        | or Indirect<br>(1)<br>(Instr. 5) |
|--------------------------|------------|------------|-----------------|---------|--------|----------------------------------|
| Series B Preferred Stock | 12/12/2006 | Â (3)      | Common<br>Stock | 759,793 | \$ (1) | D Â                              |
| Series B Warrants        | 12/12/2006 | 04/01/2008 | Common<br>Stock | (2)     | \$ (2) | D Â                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TA IX LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON,Â MAÂ 02116 | Â X           | Â         | Â       | Â     |

## Signatures

TA IX L.P. 12/12/2006  
 \*\*Signature of Reporting Person Date

By: TA Associates IX LLC, its General Partner 12/12/2006  
 \*\*Signature of Reporting Person Date

By: TA Associates Inc., its Manager 12/12/2006  
 \*\*Signature of Reporting Person Date

By: Thomas P. Alber, Chief Financial Officer 12/12/2006  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 number of shares of Common Stock is subject to adjustment based upon the initial public offering price in connection with the issuer's initial public offering.
- (2) The number of shares of Common Stock underlying the warrants is indeterminate and will be determined based upon the initial public offering price of the Common Stock in connection with the issuer's initial public offering.
- (3) N/A

Â

### Remarks:

The Reporting Person has a representative on the issuer's board of directors. Michael Child current

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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