

IPG PHOTONICS CORP

Form 4

May 15, 2008

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

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TA ASSOCIATES INC

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200  
CLARENDON ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

IPG PHOTONICS CORP [IPGP]

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

05/13/2008

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)

See General Remarks

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	05/13/2008		S <sup>(11)</sup>		18,658 <sup>(1)</sup>	D \$ 19.0434	1,062,798	I	See Footnote 6 <sup>(6)</sup>
Common Stock	05/13/2008		S <sup>(11)</sup>		8,712 <sup>(2)</sup>	D \$ 19.0434	496,248	I	See Footnote 7 <sup>(7)</sup>
Common Stock	05/13/2008		S <sup>(11)</sup>		8,066 <sup>(3)</sup>	D \$ 19.0434	459,561	I	See Footnote 8 <sup>(8)</sup>
Common Stock	05/13/2008		S <sup>(11)</sup>		316 <sup>(4)</sup>	D \$ 19.0434	17,931	I	See Footnote

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								9 <sup>(9)</sup>
Common Stock	05/13/2008	S <sup>(11)</sup>	548 <sup>(5)</sup>	D	\$ 19.0434	31,168	I	See Footnote 10 <sup>(10)</sup>
Common Stock	05/14/2008	S <sup>(11)</sup>	34,387 <sup>(1)</sup>	D	\$ 19.0822	1,028,411	I	See Footnote 6 <sup>(6)</sup>
Common Stock	05/14/2008	S <sup>(11)</sup>	16,056 <sup>(2)</sup>	D	\$ 19.0822	480,192	I	See Footnote 7 <sup>(7)</sup>
Common Stock	05/14/2008	S <sup>(11)</sup>	14,865 <sup>(3)</sup>	D	\$ 19.0822	444,696	I	See Footnote 8 <sup>(8)</sup>
Common Stock	05/14/2008	S <sup>(11)</sup>	582 <sup>(4)</sup>	D	\$ 19.0822	17,349	I	See Footnote 9 <sup>(9)</sup>
Common Stock	05/14/2008	S <sup>(11)</sup>	1,010 <sup>(5)</sup>	D	\$ 19.0822	30,158	I	See Footnote 10 <sup>(10)</sup>
Common Stock	05/15/2008	S <sup>(11)</sup>	38,550 <sup>(1)</sup>	D	\$ 19.1754	989,861	I	See Footnote 6 <sup>(6)</sup>
Common Stock	05/15/2008	S <sup>(11)</sup>	18,000 <sup>(2)</sup>	D	\$ 19.1754	462,192	I	See Footnote 7 <sup>(7)</sup>
Common Stock	05/15/2008	S <sup>(11)</sup>	16,666 <sup>(3)</sup>	D	\$ 19.1754	428,030	I	See Footnote 8 <sup>(8)</sup>
Common Stock	05/15/2008	S <sup>(11)</sup>	652 <sup>(4)</sup>	D	\$ 19.1754	16,697	I	See Footnote 9 <sup>(9)</sup>
Common Stock	05/15/2008	S <sup>(11)</sup>	1,132 <sup>(5)</sup>	D	\$ 19.1754	29,026	I	See Footnote 10 <sup>(10)</sup>

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

**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. 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)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116		X		See General Remarks
TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ADVENT VIII LP JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES VIII LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA / ATLANTIC & PACIFIC IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES AP IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR				See General Remarks

BOSTON, MA 02116

TA EXECUTIVES FUND LLC

JOHN HANCOCK TOWER

200 CLARENDON ST, 56TH FLOOR

BOSTON, MA 02116

See General Remarks

TA INVESTORS LLC

JOHN HANCOCK TOWER

200 CLARENDON ST, 56TH FLOOR

BOSTON, MA 02116

See General Remarks

## Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_Signature of Reporting Person

Date

TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_Signature of Reporting Person

Date

TA/Advent VIII L.P., By TA Associates VIII LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_Signature of Reporting Person

Date

TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_Signature of Reporting Person

Date

TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_Signature of Reporting Person

Date

TA Investors LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_Signature of Reporting Person

Date

TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_Signature of Reporting Person

Date

TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_Signature of Reporting Person

Date

TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

05/15/2008

\_\_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) These securities were sold solely by TA IX L.P.
- (2) These securities were sold solely by TA/Advent VIII L.P.

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- (3) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
- (4) These securities were sold solely by TA Executives Fund LLC.
- (5) These securities were sold solely by TA Investors LLC.
- (6) These securities are owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (7) These securities are owned solely by TA/Advent VIII L.P. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. Each of TA Associates, Inc. and TA Associates VIII LLC may be deemed to have a beneficial interest in shares held by TA/Advent VIII L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (8) These securities are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (9) These securities are owned solely by TA Executives Fund LLC. TA Associates, Inc. is the Manager of TA Executives Fund LLC. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Executives Fund LLC and disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (10) These securities are owned solely by TA Investors LLC. TA Associates, Inc. is the Manager of TA Investors LLC. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors LLC and disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (11) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on December 14, 2007 and amended on March 14, 2008.

### Remarks:

The Reporting Persons have a representative on the Issuer's board of Directors. Michael Child currently serves as the Reporting Person.

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.