

XTENT INC
Form 3
January 31, 2007

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 and Ticker or Trading Symbol	
Morgenthaler Partners VI LP		(Month/Day/Year)	XTENT INC [XTNT]	
(Last)	(First)	(Middle)	01/31/2007	
2710 SAND HILL ROAD			4. Relationship of Reporting Person(s) to Issuer	
SUITE 100			5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street)			(Check all applicable)	
MENLO PARK, CA 94025			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

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

(Instr. 5)

Series A Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	1,500,000	\$ 0 (1)	D (3)	Â
Series B Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	930,851	\$ 0 (1)	D (3)	Â
Series C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	1,660,516	\$ 0 (1)	D (3)	Â
Series D Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	968,876	\$ 0 (1)	D (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morgenthaler Partners VI LP 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â
Morgenthaler Management Partners VI LLC 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	Â	Â X	Â	Â

Signatures

/s/ Robert C. Bellas Jr., Managing Member

01/31/2007

__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 reported securities are convertible at any time at the option of Morgenthaler Partners VI, L.P., but automatically convert into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering, estimated to be on or about February 6, 2007.
- (2) Not applicable.
- (3) The reported securities are owned directly by Morgenthaler Partners VI, L.P. and indirectly by Morgenthaler Management Partners VI, L.L.C., as general partner of Morgenthaler Partners VI, L.P. Morgenthaler Management Partners VI, L.L.C. disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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Remarks:

The Date of Event is based upon the date of effectiveness of the Issuer's Registration Statement on

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.