

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	
Â Carusi Michael A		(Month/Day/Year)	XTENT INC [XTNT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1000 WINTER STREET, SUITE 3700			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
WALTHAM,Â MAÂ 02451			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input 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)

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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	

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(Instr. 5)

Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(7)</u>	Common Stock	10,828	\$ 0 <u>(1)</u>	I <u>(8)</u>	By ATV Entrepreneurs VI, L.P.
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(7)</u>	Common Stock	9,883	\$ 0 <u>(1)</u>	I <u>(8)</u>	By ATV Entrepreneurs VI, L.P.
Series D Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(7)</u>	Common Stock	4,997	\$ 0 <u>(1)</u>	I <u>(8)</u>	By ATV Entrepreneurs VI, L.P.
Series B Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(7)</u>	Common Stock	169,643	\$ 0 <u>(2)</u>	I <u>(8)</u>	By Advanced Technology Ventures VI, L.P.
Series C Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(7)</u>	Common Stock	154,849	\$ 0 <u>(2)</u>	I <u>(8)</u>	By Advanced Technology Ventures VI, L.P.
Series D Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(7)</u>	Common Stock	78,284	\$ 0 <u>(2)</u>	I <u>(8)</u>	By Advanced Technology Ventures VI, L.P.
Series B Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(7)</u>	Common Stock	6,036	\$ 0 <u>(3)</u>	I <u>(9)</u>	By ATV Entrepreneurs VII, L.P.
Series C Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(7)</u>	Common Stock	5,529	\$ 0 <u>(3)</u>	I <u>(9)</u>	By ATV Entrepreneurs VII, L.P.
Series D Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(7)</u>	Common Stock	2,794	\$ 0 <u>(3)</u>	I <u>(9)</u>	By ATV Entrepreneurs VII, L.P.
Series B Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(7)</u>	Common Stock	40,644	\$ 0 <u>(4)</u>	I <u>(9)</u>	By Advanced Technology Ventures VII (B), L.P.
Series C Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(7)</u>	Common Stock	37,229	\$ 0 <u>(4)</u>	I <u>(9)</u>	By Advanced Technology Ventures VII (B), L.P.
Series D Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(7)</u>	Common Stock	18,821	\$ 0 <u>(4)</u>	I <u>(9)</u>	By Advanced Technology Ventures VII (B), L.P.
Series B Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(7)</u>	Common Stock	19,536	\$ 0 <u>(5)</u>	I <u>(9)</u>	By Advanced Technology Ventures VII (C), L.P.

Series C Convertible Preferred Stock	Â (5)	Â (7)	Common Stock	17,895	\$ 0 (5)	I (9)	By Advanced Technology Ventures VII (C), L.P.
Series D Convertible Preferred Stock	Â (5)	Â (7)	Common Stock	9,046	\$ 0 (5)	I (9)	By Advanced Technology Ventures VII (C), L.P.
Series B Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	1,012,820	\$ 0 (6)	I (9)	By Advanced Technology Ventures VII, L.P.
Series C Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	927,748	\$ 0 (6)	I (9)	By Advanced Technology Ventures VII, L.P.
Series D Convertible Preferred Stock	Â (6)	Â (7)	Common Stock	469,021	\$ 0 (6)	I (9)	By Advanced Technology Ventures VII, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carusi Michael A 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	Â X	Â	Â	Â

Signatures

/s/ Michael A.
Carusi

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 ATV Entrepreneurs 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) The reported securities are convertible at any time at the option of Advanced Technology Ventures 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.
 - (3) The reported securities are convertible at any time at the option of ATV Entrepreneurs VII, 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.
 - (4) The reported securities are convertible at any time at the option of Advanced Technology Ventures VII (B), 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.

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(5) The reported securities are convertible at any time at the option of Advanced Technology Ventures VII (C), 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.

(6) The reported securities are convertible at any time at the option of Advanced Technology Ventures VII, 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.

(7) Not applicable.

(8) Mr. Carusi is a managing member of ATV Associates VI, L.L.C., the general partner of ATV Entrepreneurs VI, L.P. and Advanced Technology Ventures VI, L.P. Mr. Carusi disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(9) Mr. Carusi is a managing member of ATV Associates VII, L.L.C., the general partner of ATV Entrepreneurs VII, L.P., Advanced Technology Ventures VII (B), L.P., Advanced Technology Ventures VII (C), L.P. and Advanced Technology Ventures VII, L.P. Mr. Carusi disclaims beneficial ownership of these securities except to the extent of his 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.

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