

CHWANG RONALD
Form SC 13G/A
February 13, 2009

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G**

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

IROBOT CORPORATION

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

462726100

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Ronald Chwang

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Canada

SOLE VOTING POWER

5

NUMBER OF 34,001

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

720,680

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

34,001

SHARED DISPOSITIVE POWER

8

WITH

720,680

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

754,681

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

12

TYPE OF REPORTING PERSON

IN

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Item 1(a). Name of Issuer:

iRobot Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

8 Crosby Drive, Bedford, Massachusetts 01730

Item 2(a). Name of Person Filing:

Ronald Chwang

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o iD Ventures America, LLC

5201 Great America Parkway, Suite 270

Santa Clara, California 95054

Item 2(c). Citizenship:

Canada

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock)

Item 2(e). CUSIP Number:

462726100

Item 3. Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2008, Ronald Chwang was the record holder of 34,001⁽¹⁾ shares of Common Stock and may be deemed to beneficially own 193,710⁽²⁾ shares of Common Stock (together, the Chwang Shares).

As a principal of iD5 Ventures, Ltd. (the general partner of iD5 Fund, L.P.), Ronald Chwang may be deemed to beneficially own 526,970 shares of Common Stock held of record by iD5 Fund, L.P. (the Fund Shares).

Ronald Chwang may be deemed to beneficially own the Chwang Shares and the Fund Shares for an aggregate of 754,681 shares of Common Stock.

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Ronald Chwang disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that he is the beneficial owner of all of the reported shares.

(b) Percent of class: 3.0%

The foregoing percentage is calculated based on the 24,776,321 shares of Common Stock of iRobot Corporation outstanding as of October 25, 2008 as reported in the issuer's Quarterly Report on Form 10-Q filed with the SEC on October 31, 2008.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 34,001 ⁽¹⁾

(ii) Shared power to vote or to direct the vote: 720,680 ⁽²⁾

(iii) Sole power to dispose or to direct the disposition of: 34,001 ⁽¹⁾

(iv) Shared power to dispose or to direct the disposition of: 720,680 ⁽²⁾

(1) Consists of
34,001 shares of
Common Stock
issuable to
Ronald Chwang
upon exercise of
stock options
within 60 days
of December 31,
2008.

(2) Includes
193,710 shares
of Common
Stock held by
the
Chwang-Seto
Family Trust.
Ronald Chwang
disclaims
beneficial
ownership of
such shares
except to the
extent of his
pecuniary
interest, if any,
and this report
shall not be
deemed an
admission that
Ronald Chwang

is the beneficial
owner of all of
the reported
shares.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following box.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Not applicable.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009

/s/ Ronald Chwang
Ronald Chwang