

WORLD HEART CORP

Form 4

August 04, 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 *
ABIOMED INC

2. Issuer Name **and** Ticker or Trading
Symbol
WORLD HEART CORP [WHRT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
22 CHERRY HILL DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2008

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DANVERS, MA 01923

(City) (State) (Zip)

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)
Common Shares	07/31/2008		C	86,000,000	A	\$ 0 (1) (2)	86,000,000 D

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

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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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title
8% Secured Convertible Promissory Note	(1) (2)	07/31/2008		C	2,858,861 (1) (2)	12/11/2007 12/11/2017	Common Stock
Warrant (right to buy)	(1) (2)	07/31/2008		J	3,400,000 (1) (2)	12/11/2007 12/11/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ABIOMED INC 22 CHERRY HILL DRIVE DANVERS, MA 01923	X

Signatures

/s/ Daniel J. Sutherby, Chief Financial Officer for
ABIOMED, Inc.

08/04/2008

__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).

On July 31, 2008, World Heart Corporation ("WorldHeart") completed the transactions contemplated by the recapitalization agreement dated June 20, 2008, as amended on July 31, 2008 (the "Recapitalization Agreement"), among (i) WorldHeart, (ii) World Heart Inc.

- (1) ("WHI"), (iii) Abiomed, and (iv) Venrock Partners V, L.P., Venrock Associates V, L.P., Venrock Entrepreneurs Fund V, L.P., Special Situations Fund III QP LP, Special Situations Cayman Fund, L.P., Special Situations Private Equity Fund, L.P., Special Situations Life Sciences Fund, L.P., Austin Marx and New Leaf Ventures II, L.P. (continued to footnote 2)

As a result of the transaction, Abiomed acquired 86,000,000 common shares of WorldHeart, as a result of Abiomed's conversion of the full amount of principal and interest owed on the US\$5,000,000 8% Secured Convertible Promissory Note previously issued to Abiomed

- (2) by WorldHeart and WHI, Abiomed's release of the security interest in all of the assets of WorldHeart and WHI that secured the Note, termination of the warrant Abiomed held to purchase 3,400,000 common shares of WorldHeart, and forgiveness of other amounts owed to Abiomed by WorldHeart.

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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