

REPLIDYNE INC
Form 3
June 27, 2006

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 LAWLOR AUGUSTINE | | (Month/Day/Year) | REPLIDYNE INC [RDYN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 06/27/2006 | | |
| 55 CAMBRIDGE PARKWAY,Â SUITE 301 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| CAMBRIDGE,Â MAÂ 02142 | | | <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) |
|---------------------------------|---|--|---|
| Common Stock | 0 | D | Â |

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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|------------------|------------------|---------------------------------------|------|----------------------------|----------------|
| Series A Convertible Preferred ⁽¹⁾ | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock 8,250,300 ⁽¹⁾ | \$ 0 | I ⁽⁴⁾ | By Partnership |
| Series C Convertible Preferred ⁽²⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock 7,280,001 ⁽²⁾ | \$ 0 | I ⁽⁴⁾ | By Partnership |
| Series D Convertible Preferred ⁽⁵⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock 3,447,188 ⁽³⁾ | \$ 0 | I ⁽⁵⁾ | By Partnership |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWLOR AUGUSTINE 55 CAMBRIDGE PARKWAY SUITE 301 CAMBRIDGE, MA 02142 | Â X | Â X | Â | Â |

Signatures

/s/Jeffrey Steinberg, Attorney-in-Fact for Augustine Lawlor

06/27/2006

__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) These shares will automatically convert into 1,682,361 shares of Common Stock of the Issuer on the date of the closing of the initial public offering of the Issuer's Common Stock.
- (2) These shares will automatically convert into 1,484,502 shares of Common Stock of the Issuer on the date of the closing of the initial public offering of the Issuer's Common Stock.
- (3) These shares will automatically convert into 702,933 shares of Common Stock of the Issuer on the date of the closing of the initial public offering of the Issuer's Common Stock.

(4) These securities are owned by HealthCare Ventures VI, L.P. ("HCVVI"). Mr. Lawlor is a general partner of HealthCare Ventures VI, L.P., the General Partner of HCVVI and may be deemed to indirectly beneficially own those securities owned by HCVVI. Mr. Lawlor disclaims beneficial ownership of those securities in which he does not have a pecuniary interest and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16, except to the extent of his pecuniary interest therein.

(5) These securities are owned by HealthCare Ventures VIII, L.P. ("HCVVIII"). Mr. Lawlor is a managing director of HealthCare Partners VIII LLC, which is the general partner of HealthCare Partners VIII, L.P., which is the general partner of HCVVIII and may be deemed to indirectly beneficially own those securities owned by HCVVIII. Mr. Lawlor disclaims beneficial ownership of those securities in which he does not have a pecuniary interest and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16, except to the extent of his pecuniary interest.

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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