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THERMAGE INC Form 3

November 09, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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3235-0104

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 *

Statement

(Month/Day/Year)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

THERMAGE INC [THRM]

(Check all applicable)

(give title below) (specify below)

 TECHNOLOGY PARTNERS FUND VI LP

11/09/2006

(Last) (First)

(Middle)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

100 SHORELINE HIGHWAY, SUITE 282,

BLDG, B

(Street)

Director

Officer

__X__ 10% Owner Other

6. Individual or Joint/Group

Filing(Check Applicable Line) Form filed by One Reporting

Person

X Form filed by More than One

Reporting Person

MILL VALLEY, CAÂ 94941

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

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

(Instr. 4)

Derivative Security:

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series C Convertible Preferred Stock	(1)	(2)	Common	664,739	\$ <u>(3)</u>	D (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
TECHNOLOGY PARTNERS FUND VI LP 100 SHORELINE HIGHWAY SUITE 282, BLDG. B MILL VALLEY, CA 94941	Â	ÂX	Â	Â	
TP Management VI, LLC 100 SHORELINE HIGHWAY SUITE 282, BLDG. B MILL VALLEY, CA 94941	Â	ÂX	Â	Â	

Signatures

/s/ Sheila Mutter, for TP Management VI, LLC, as general partner of Technology Partners Fund VI, L.P.

11/09/2006

**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) Immediately.
- (2) Not applicable.
- (**3**) 1-for-1.
- The reported securities are owned directly by Technology Partners Fund VI, L.P. and indirectly by TP Management VI, LLC, as general partner of Technology Partners VI, L.P. TP Management VI, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.



Remarks:

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

Reporting Owners 2