

THERMAGE INC
Form 4
November 17, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLELLA SAMUEL D

(Last) (First) (Middle)

3000 SAND HILL ROAD, BLDG 4,
SUITE 210

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
THERMAGE INC [THRM]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|-------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/15/2006 | | C | | 2,746,558 | A | Ⓛ | 2,894,030 | I (2) | By Institutional Venture Partners VII, L.P. |
| Common Stock | 11/15/2006 | | C | | 56,538 | A | Ⓛ | 56,538 | I (3) | By Institutional Venture Management VII, L.P. |
| Common Stock | 11/15/2006 | | C | | 23,836 | A | Ⓛ | 23,836 | I (4) | By IVP Founders |

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)

| 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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Series A Convertible Preferred Stock | (5) | 11/15/2006 | | C | 922,400 | (6) (1) | | Common Stock | 922,400 |
| Series B Convertible Preferred Stock | (5) | 11/15/2006 | | C | 739,623 | (6) (1) | | Common Stock | 739,623 |
| Series C Convertible Preferred Stock | (5) | 11/15/2006 | | C | 1,084,535 | (6) (1) | | Common Stock | 1,084,535 |
| Series A Convertible Preferred Stock | (5) | 11/15/2006 | | C | 19,311 | (6) (1) | | Common Stock | 19,311 |
| Series B Convertible Preferred Stock | (5) | 11/15/2006 | | C | 15,094 | (6) (1) | | Common Stock | 15,094 |
| Series C Convertible Preferred | (5) | 11/15/2006 | | C | 22,133 | (6) (1) | | Common Stock | 22,133 |

Stock

Series A

Convertible
Preferred
Stock(5)

11/15/2006

C

23,836

(6)(1)Common
Stock

23,8

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COLELLA SAMUEL D 3000 SAND HILL ROAD BLDG 4, SUITE 210 MENLO PARK, CA 94025 | X | | | |
| INSTITUTIONAL VENTURE PARTNERS VII 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025 | X | X | | |
| INSTITUTIONAL VENTURE MANAGEMENT VII LP 3000 SAND HILL ROAD BUILDING 2, SUITE 250 MENLO PARK, CA 94025 | X | X | | |

Signatures

/s/ Samuel D.
Colella

11/17/2006

**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).

(1) Not applicable.

(2) The reported securities are owned directly by Institutional Venture Partners VII, L.P. and indirectly by Institutional Venture Management VII, L.P. as general partner of Institutional Venture Partners VII, L.P. Mr. Colella shares voting and investment control over all securities held by Institutional Venture Partners VII, L.P. and Institutional Venture Management VII, L.P. Mr. Colella and Institutional Venture Management VII, L.P. disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.

(3) The reported securities are owned directly by Institutional Venture Management VII, L.P. Mr. Colella shares voting and investment control over all securities held by Institutional Venture Management VII, L.P. Mr. Colella disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Institutional Venture Partners VII, L.P. disclaims beneficial ownership of these securities.

(4) Mr. Colella shares voting and investment control over all securities held by IVP Founders Fund I, L.P. Mr. Colella disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. Institutional Venture Partners VII, L.P. and Institutional Venture Management VII, L.P. disclaim beneficial ownership of these securities.

(5) 1-for-1.

(6) Immediately.

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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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