

IPG PHOTONICS CORP
Form 3
December 12, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 TA IX LP | | (Month/Day/Year) | IPG PHOTONICS CORP [IPGP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| JOHN HANCOCK | | 12/12/2006 | | |
| TOWER,Â 200 CLARENDON | | | (Check all applicable) | |
| ST. 56TH FLOOR | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (Street) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| BOSTON,Â MAÂ 02116 | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | <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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------|------------|------------|-----------------|---------|--------|----------------------------------|---|
| Series B Preferred Stock | 12/12/2006 | Â (3) | Common Stock | 759,793 | \$ (1) | D | Â |
| Series B Warrants | 12/12/2006 | 04/01/2008 | Common Stock | (2) | \$ (2) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116 | Â X | Â | Â | Â |

Signatures

| | |
|---|------------|
| TA IX L.P. | 12/12/2006 |
| __Signature of Reporting Person | Date |
| By: TA Associates IX LLC, its General Partner | 12/12/2006 |
| __Signature of Reporting Person | Date |
| By: TA Associates Inc., its Manager | 12/12/2006 |
| __Signature of Reporting Person | Date |
| By: Thomas P. Alber, Chief Financial Officer | 12/12/2006 |
| __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) The number of shares of Common Stock is subject to adjustment based upon the initial public offering price in connection with the issuer's initial public offering.
- (2) The number of shares of Common Stock underlying the warrants is indeterminate and will be determined based upon the initial public offering price of the Common Stock in connection with the issuer's initial public offering.
- (3) N/A

Â

Remarks:

The Reporting Person has a representative on the issuer's board of directors. Michael Child current

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.