

Rubicon Technology, Inc.
Form SC 13G/A
February 17, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Rubicon Technology, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

78112T 107

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Edgar Filing: Rubicon Technology, Inc. - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

SCHEDULE 13G

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

Cross Atlantic Capital Partners, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

727,693

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

727,693

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

727,693

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12 TYPE OF REPORTING PERSON

CO

2

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

XATF Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

727,693

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

727,693

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

727,693

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4 %

12 TYPE OF REPORTING PERSON

PN

3

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

Cross Atlantic Technology Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

727,693

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

727,693

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

727,693

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12 TYPE OF REPORTING PERSON

PN

4

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

Cross Atlantic Capital Partners II, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,566,735

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

2,566,735

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,566,735

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.0%

12 TYPE OF REPORTING PERSON

CO

5

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

XATF Management II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,566,735

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

2,566,735

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,566,735

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.0%

12 TYPE OF REPORTING PERSON

PN

6

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

Cross Atlantic Technology Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,566,735

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

2,566,735

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,566,735

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.0%

12 TYPE OF REPORTING PERSON

PN

7

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

Co-Invest Capital Partners, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,859,821

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

2,859,821

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,859,821

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.4%

12 TYPE OF REPORTING PERSON

CO

8

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

Co-Invest Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,859,821

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

2,859,821

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,859,821

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.4%

12 TYPE OF REPORTING PERSON

PN

9

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

The Co-Investment 2000 Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

0

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

2,859,821

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

8 SHARED DISPOSITIVE POWER

WITH

2,859,821

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,859,821

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.4%

12 TYPE OF REPORTING PERSON

PN

10

CUSIP No.: 78112T 107

1 NAME OF REPORTING PERSON

Donald R. Caldwell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES **10,297**
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY **6,154,249**
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON **10,297**
8 SHARED DISPOSITIVE POWER
WITH

6,154,249

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,164,546

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

28.6%

12 TYPE OF REPORTING PERSON

IN

11

SCHEDULE 13G

CUSIP No.: 78112T 107

Item 1. (a) Name of Issuer:

Rubicon Technology, Inc.

(b) Address of Issuer's Principal Executive Offices:

**9931 Franklin Avenue
Franklin Park, Illinois 60131**

Item 2. (a) Name of Person Filing:

(b) Address of Principal Business Office or, if none, Residence:

(c) Citizenship (in the case of an entity, the jurisdiction under which it is organized):

The names, principal business offices and citizenship of the persons filing this statement are:

Cross Atlantic Capital Partners, Inc. (CAP)

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

XATF Management, L.P. (XATF)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

Cross Atlantic Technology Fund, L.P. (Fund)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

Cross Atlantic Capital Partners II, Inc. (CAP II)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

XATF Management II, L.P. (XATF II)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

Cross Atlantic Technology Fund II, L.P. (Fund II)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

Co-Invest Capital Partners, Inc. (Co-Invest Capital)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

Co-Invest Management, L.P. (Co-Invest Management)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

The Co-Investment 2000 Fund, L.P. (2000 Fund)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: Delaware

Donald R. Caldwell (Mr. Caldwell)

c/o Cross Atlantic Capital Partners, Inc.

100 Matsonford Road

Radnor, Pennsylvania 19087

Citizenship: United States

- (d) Title of Class of Securities:
Common Stock, par value \$0.001 (Common Stock)
- (e) CUSIP Number:
78112T 107

Item 3.

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

As of December 31, 2008, (i) Fund was the record holder of 727,693 shares of Common Stock, (ii) Fund II was the record holder of 2,438,732 shares of Common Stock and warrants to purchase 128,003 shares of Common Stock, (iii) 2000 Fund was the record holder of 2,719,998 shares of Common Stock and warrants to purchase 139,823 shares of Common Stock, and (iv) Mr. Caldwell was the record holder of 10,297 shares of Common Stock.

XATF may be deemed to beneficially own 727,693 shares of Common Stock as the general partner of Fund. CAP may be deemed to beneficially own 727,693 shares of Common Stock as the general partner of XATF.

XATF II may be deemed to beneficially own 2,566,735 shares of Common Stock as the general partner of Fund II. CAP II may be deemed to beneficially own 2,566,735 as the general partner of XATF II.

Co-Invest Management may be deemed to beneficially own 2,859,821 shares of Common Stock as the general partner of 2000 Fund. Co-Invest Capital may be deemed to beneficially own 2,859,821 shares of Common Stock as the general partner of Co-Invest Management.

Mr. Caldwell may be deemed to beneficially own 6,154,249 shares of Common Stock as sole owner of CAP, CAP II and Co-Invest Capital.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person.

(b) Percent of class:

Based on 21,279,682 shares issued and outstanding as of December 31, 2008, (i) CAP, XATF and Fund may be deemed to beneficially own 3.4% of the outstanding shares of Common Stock, (ii) CAP II, XATF II and Fund II may be deemed to beneficially own 12.0% of the outstanding shares of Common Stock, (iii) Co-Invest Capital, Co-Invest Management and 2000 Fund may be deemed to beneficially own 13.4% of the outstanding shares of Common Stock and (iv) Mr.

Caldwell may be deemed to beneficially own 28.6% of the outstanding shares of Common Stock.

- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
See Cover Pages Items 5-9.
 - (ii) Shared power to vote or to direct the vote:
See Cover Pages Items 5-9.
 - (iii) Sole power to dispose or to direct the disposition of:
See Cover Pages Items 5-9.
 - (iv) Shared power to dispose or to direct the disposition of:
See Cover Pages Items 5-9.

All information in this schedule, including the numbers of shares beneficially owned, is reported as of December 31, 2008.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following " .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Under the terms of their respective partnership agreements, Fund, Fund II and 2000 Fund (collectively, the Funds) are entitled to a reduction in the management fees payable to CAP equal, in the aggregate, to the amount of federal income tax recognized by Mr. Caldwell upon a sale of the shares of Common Stock he receives as compensation for his services as a director of Rubicon Technology, Inc. In the event such shares have not been sold prior to the dissolution of the Funds, the reduction in the management fees will be equal to the fair market value of such shares on the date of dissolution. As of December 31, 2008, Mr. Caldwell held 3,197 shares of Common Stock subject to these fee adjustment arrangements.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2009

CROSS ATLANTIC TECHNOLOGY FUND, L.P.

By: XATF Management, L.P.,
as its general partner

By: Cross Atlantic Capital Partners, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

XATF MANAGEMENT, L.P.

By: Cross Atlantic Capital Partners, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CROSS ATLANTIC CAPITAL PARTNERS, INC.

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CROSS ATLANTIC TECHNOLOGY FUND II, L.P.

By: XATF Management II, L.P.,
as its general partner

By: Cross Atlantic Capital Partners II, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

XATF MANAGEMENT II, L.P.

By: Cross Atlantic Capital Partners II, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CROSS ATLANTIC CAPITAL PARTNERS II, INC.

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

THE CO-INVESTMENT 2000 FUND, L.P.

By: Co-Invest Management, L.P.,
as its general partner

By: Co-Invest Capital Partners, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CO-INVEST MANAGEMENT, L.P.

By: Co-Invest Capital Partners, Inc.,
as its general partner

/s/ Brian Adamsky
Name: Brian Adamsky
Title: Chief Financial Officer and Treasurer

CO-INVEST CAPITAL PARTNERS, INC.

/s/ Brian Adamsky

Name: Brian Adamsky

Title: Chief Financial Officer and Treasurer

/s/ Donald R. Caldwell

Donald R. Caldwell