### Edgar Filing: REPLIDYNE INC - Form 3

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 \*

MITCHELL DANIEL J

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

06/27/2006

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

REPLIDYNE INC [RDYN]

4. Relationship of Reporting Person(s) to Issuer

Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

SEQUEL VENTURE PARTNERS, 4430

ARAPAHOE AVENUE, SUITE

220

(Street)

(Check all applicable) 10% Owner \_X\_ Director

Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

BOULDER, Â COÂ 80303

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

Ownership

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Form: 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 (Instr. 4)

5. 4. Conversion Ownership or Exercise Form of Price of

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

Derivative 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 A Preferred Stock	06/27/2006	(1)	Common Stock	1,945,920	\$ <u>(1)</u>	I	By Sequel Limited Partnership III (2)
Series A Preferred Stock	06/27/2006	(1)	Common Stock	54,080	\$ <u>(1)</u>	I	By Sequel Entrepreneurs' Fund III, L.P. (2)
SeriesC Preferred Stock	06/27/2006	(1)	Common Stock	3,113,472	\$ <u>(1)</u>	I	By Sequel Limited Partnership III (2)
Series C Preferred Stock	06/27/2006	(1)	Common Stock	86,528	\$ <u>(1)</u>	I	By Sequel Entrepreneurs' Fund III, L.P. (2)
Series D Preferred Stock	06/27/2006	(1)	Common Stock	1,128,824	\$ <u>(1)</u>	I	By Sequel Limited Partnership III (2)
Series D Preferred Stock	06/27/2006	(1)	Common Stock	31,372	\$ <u>(1)</u>	I	By Sequel Entrepreneurs' Fund III, L.P. (2)
Warrant (right to buy)	06/27/2006	06/27/2011	Series C Preferred Stock	38,919 (3)	\$ 1.25 (3)	I	By Sequel Limited Partnership III (2)
Warrant (right to buy)	06/27/2006	06/27/2011	Series C Preferred Stock	1,083 (3)	\$ 1.25 (3)	I	By Sequel Entrepreneurs' Fund III, L.P. (2)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MITCHELL DANIEL J SEQUEL VENTURE PARTNERS 4430 ARAPAHOE AVENUE, SUITE 220 BOULDER, CO 80303	ÂX	Â	Â	Â	

## **Signatures**

/s/ Laura M. Medina, Attorney-in-Fact 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) The Issuer's preferred stock will automatically be converted into Common Stock upon the closing of the Issuer's initial public offering. The number of shares does not reflect the automatic conversion of each share of Series A, C and D Preferred Stock into 0.20391517

Reporting Owners 2

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shares of Common Stock upon the closing of the initial public offering.

- The Reporting Person is a manager of Sequel Venture Partners III, L.L.C., the general partner of Sequel Limited Partnership III and Sequel Entrepreneurs' Fund III, L.P. As such, the Reporting Person shares voting and investment power over the shares held by Sequel
- (2) Limited Partnership III and Sequel Entrepreneurs' Fund III, L.P. and may be deemed to have indirect beneficial ownership of such shares. The Reporting Person disclaims beneficial ownership of such shares held by Sequel Limited Partnership III and Sequel Entrepreneurs' Fund III, L.P. except to his proportionate pecuniary interest therein.
  - The warrants to purchase shares of Series C Preferred Stock will automatically be converted into warrants to purchase shares of Common Stock upon the closing of the Issuer's initial public offering. The number of shares and exercise price do not reflect the automatic
- conversion of each share of Series C Preferred Stock into 0.20391517 shares of Common Stock upon the closing of the initial public offering.

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.