

Cardiovascular Systems Inc
 Form 4
 August 25, 2014

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 *
LAWLOR AUGUSTINE

(Last) (First) (Middle)

47 THORNDIKE STREET, SUITE B1-1

(Street)

CAMBRIDGE, MA 02141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Cardiovascular Systems Inc [CSII]

3. Date of Earliest Transaction
 (Month/Day/Year)
08/21/2014

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)
Common Stock					13,605	D	
Common Stock	08/21/2014		S	361,235 D	\$ 28.05 0	I	By HealthCare Ventures VI, L.P. (1)
Common Stock					74,670	I	By HealthCare Ventures VIII, L.P. (2)

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

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(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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)					(3)	(3)	Common Stock	3,977
Restricted Stock Units	(3)					(3)	(3)	Common Stock	11,628
Restricted Stock Units	(3)					(3)	(3)	Common Stock	21,739
Restricted Stock Units	(3)					(3)	(3)	Common Stock	7,192
Restricted Stock Units	(3)					(3)	(3)	Common Stock	10,917
Restricted Stock Units	(3)					(3)	(3)	Common Stock	4,580
Restricted Stock Units	(4)					(4)	(4)	Common Stock	4,260

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

LAWLOR AUGUSTINE
47 THORNDIKE STREET
SUITE B1-1
CAMBRIDGE, MA 02141

X

Signatures

/s/ Amanda Schmall as Attorney-in-Fact for Augustine Lawlor pursuant to Power of Attorney previously filed.

08/25/2014

__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) The Reporting Person is a general partner of HealthCare Partners VI, L.P., the General Partner of the entity owning the shares. The Reporting Person disclaims beneficial ownership of those securities in which he does not have a pecuniary interest and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16, except to the extent of his pecuniary interest therein.
 - (2) The Reporting Person is a managing director of HealthCare Partners VIII, LLC, the general Partner of HealthCare Partners VIII, L.P. ("HCPVIII"). HCPVIII is the general Partner of the entity owning the shares. The Reporting Person disclaims beneficial ownership of those securities in which he does not have a pecuniary interest and this report shall not be deemed an admission that he is the beneficial owner of these securities for purposes of Section 16, except to the extent of his pecuniary interest therein.
 - (3) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment, and shall be payable in cash or shares of Company common stock beginning six months following the termination of each director's board membership.
 - (4) Each restricted stock unit represents the right to receive a payment from CSI equal in value to the market price per share of CSI common stock on the date of payment, and shall be payable in cash or shares of Company common stock beginning six months following the termination of each director's board membership; provided, however, that the restricted stock units vest in quarterly amounts of 1,065 on each of September 30, 2014, December 31, 2014, March 31, 2015 and June 30, 2015.

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.