

THERMAGE INC  
Form 4  
November 17, 2006

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(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	<u>11</u>	2,894,030	I <u>(2)</u>	By Institutional Venture Partners VII, L.P.
Common Stock	11/15/2006		C		56,538	A	<u>11</u>	56,538	I <u>(3)</u>	By Institutional Venture Management VII, L.P.
Common Stock	11/15/2006		C		23,836	A	<u>11</u>	23,836	I <u>(4)</u>	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	<u>(5)</u>	11/15/2006		C	922,400	<u>(6)</u> <u>(1)</u>	Common Stock 922,4
Series B Convertible Preferred Stock	<u>(5)</u>	11/15/2006		C	739,623	<u>(6)</u> <u>(1)</u>	Common Stock 739,6
Series C Convertible Preferred Stock	<u>(5)</u>	11/15/2006		C	1,084,535	<u>(6)</u> <u>(1)</u>	Common Stock 1,084,
Series A Convertible Preferred Stock	<u>(5)</u>	11/15/2006		C	19,311	<u>(6)</u> <u>(1)</u>	Common Stock 19,3
Series B Convertible Preferred Stock	<u>(5)</u>	11/15/2006		C	15,094	<u>(6)</u> <u>(1)</u>	Common Stock 15,09
Series C Convertible Preferred	<u>(5)</u>	11/15/2006		C	22,133	<u>(6)</u> <u>(1)</u>	Common Stock 22,1

Stock

Series A

Convertible

Preferred

Stock

(5)

11/15/2006

C

23,836

(6)(1)Common  
Stock

23,836

## 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.

## Edgar Filing: THERMAGE INC - Form 4

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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