

THERMAGE INC
Form 3
November 09, 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 Shaffer Gary		(Month/Day/Year)	THERMAGE INC [THRM]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/09/2006		
2710 SAND HILL ROAD,Â SUITE 100			(Check all applicable)	
	(Street)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
MENLO PARK,Â CAÂ 94025			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" 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)
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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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

							(Instr. 5)
Director Stock Option (right to buy)	Â <u>(1)</u>	09/19/2012	Common Stock	10,000	\$ 0.45	D <u>(2)</u>	Â
Director Stock Option (right to buy)	Â <u>(3)</u>	01/22/2014	Common Stock	10,000	\$ 1.9	D <u>(2)</u>	Â
Director Stock Option (right to buy)	Â <u>(4)</u>	02/02/2015	Common Stock	10,000	\$ 1.9	D <u>(2)</u>	Â
Director Stock Option (right to buy)	Â <u>(5)</u>	05/03/2016	Common Stock	10,000	\$ 3	D <u>(2)</u>	Â
Series B Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	1,132,075	\$ <u>(7)</u>	I <u>(8)</u>	By Morgenthaler Venture Partners V, L.P.
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	666,666	\$ <u>(7)</u>	I <u>(8)</u>	By Morgenthaler Venture Partners V, L.P.
Series C Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(6)</u>	Common Stock	941,413	\$ <u>(7)</u>	I <u>(9)</u>	By Morgenthaler Partners VII, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaffer Gary 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	Â X	Â	Â	Â
MORGENTHALER VENTURE PARTNERS V LP 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	Â X	Â X	Â	Â
MORGENTHALER PARTNERS VII LP 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	Â X	Â X	Â	Â
Morgenthaler Management Partners V, LLC 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	Â X	Â X	Â	Â
Morgenthaler Management Partners VII, LLC 2710 SAND HILL ROAD SUITE 100 MENLO PARK, CA 94025	Â X	Â X	Â	Â

Signatures

/s/ Gary Shaffer

11/07/2006

**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) Immediately.
- (2) The reported securities are owned directly by Gary Shaffer. Morgenthaler Venture Partners V, L.P., Morgenthaler Partners VII, L.P., Morgenthaler Management Partners V, LLC and Morgenthaler Management Partners VII, LLC disclaim beneficial ownership of these securities.
- (3) This option vests and the shares become exercisable according to the following schedule: 1/48 on February 29, 2004 and 1/48 on the last day of each full calendar month thereafter.
- (4) This option vests and the shares become exercisable according to the following schedule: 1/48 on March 31, 2005 and 1/48 on the last day of each full calendar month thereafter.
- (5) This option vests and the shares become exercisable according to the following schedule: 1/48 on March 31, 2006 and 1/48 on the last day of each full calendar month thereafter.
- (6) Not applicable.
- (7) 1-for-1.
- (8) The reported securities are owned directly by Morgenthaler Venture Partners V, L.P. and indirectly by Morgenthaler Management Partners V, LLC as general partner of Morgenthaler Venture Partners V, L.P. Mr. Shaffer shares voting and investment control over all securities held by Morgenthaler Venture Partners V, L.P. and Morgenthaler Management Partners V, LLC. Mr. Shaffer and Morgenthaler Management Partners V, LLC disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein. Morgenthaler Partners VII, L.P. and Morgenthaler Management Partners VII, LLC disclaim beneficial ownership of these securities.
- (9) The reported securities are owned directly by Morgenthaler Partners VII, L.P. and indirectly by Morgenthaler Management Partners VII, LLC as general partner of Morgenthaler Partners VII, L.P. Mr. Shaffer shares voting and investment control over all securities held by Morgenthaler Partners VII, L.P. and Morgenthaler Management Partners VII, LLC. Mr. Shaffer and Morgenthaler Management Partners VII, LLC disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein. Morgenthaler Venture Partners V, L.P. and Morgenthaler Management Partners V, LLC disclaim beneficial ownership of these securities.

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Remarks:

MorgenthalerÂ VentureÂ PartnersÂ V,Â L.P.,Â MorgenthalerÂ PartnersÂ VII,Â L.P.,Â MorgenthalerÂ ManagementÂ Partn

ExhibitÂ List

ExhibitÂ 99Â -Â JointÂ FilerÂ Information

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.