

REPLIDYNE INC
Form 4/A
July 06, 2006

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)

55 CAMBRIDGE PARKWAY, SUITE 301

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REPLIDYNE INC [RDYN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
07/05/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 07/03/2006 | | C | V | Amount 3,869,796 Price \$ 0 (1) | 4,359,069 (2) I (3) | and Direct |

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)

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| 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 | \$ 0 ⁽⁴⁾ | 07/03/2006 | | C | 8,250,300 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 8,250,300 ⁽⁴⁾ |
| Series C Convertible Preferred | \$ 0 ⁽⁵⁾ | 07/03/2006 | | C | 7,280,001 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 7,280,001 ⁽⁵⁾ |
| Series D Convertible Preferred | \$ 0 ⁽⁶⁾ | 07/03/2006 | | C | 3,447,188 | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 3,447,188 ⁽⁶⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LAWLOR AUGUSTINE 55 CAMBRIDGE PARKWAY SUITE 301 CAMBRIDGE, MA 02142 | X | X | | |

Signatures

/s/Jeffrey Steinberg, Attorney-in-Fact for Augustine Lawlor

07/05/2006

**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) Includes 445,499 shares of the Issuer's common stock issued to HealthCare Ventures VI, L.P. ("HCVVI") in satisfaction of accumulated dividends on the Series A and Series C Convertible Preferred Stock owned by HCVVI and 43,774 shares of the Issuer's common stock issued to HealthCare Ventures VIII, L.P. ("HCVVIII") in satisfaction of accumulated dividends on the Series D Convertible Preferred Stock owned by HCVVIII.

(3) 3,612,362 of these shares are owned by HCVVI and 746,707 of these shares are owned by HCVVIII. These securities are indirectly beneficially owned by the Reporting Person as a general partner of HealthCare Partners VI, L.P. ("HCPVI"), the general partner of HCVVI and as a managing director of HealthCare Partners VIII, LLC, which is the general partner of HealthCare Partners VIII, L.P., the general partner of HCVVIII. Mr. Lawlor 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.

(4)

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These securities automatically converted into 1,682,361 shares of the Issuer's Common Stock on July 3, 2006, the closing of the initial public offering of the Issuer. The conversion of the Series A Convertible Preferred Stock gives effect to the Issuer's 1 for 4.904 reverse stock split.

- (5) These securities automatically converted into 1,484,502 shares of the Issuer's Common Stock on July 3, 2006, the closing of the initial public offering of the Issuer. The conversion of the Series C Convertible Preferred Stock gives effect to the Issuer's 1 for 4.904 reverse stock split.

- (6) These securities automatically converted into 702,933 shares of the Issuer's Common Stock on July 3, 2006, the closing of the initial public offering of the Issuer. The conversion of the Series D Convertible Preferred Stock gives effect to the Issuer's 1 for 4.904 reverse stock split.

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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