

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEALTHCARE VENTURES VI LP

(Last) (First) (Middle)

**HEALTHCARE VENTURES
LLC, 44 NASSAU STREET**

(Street)

PRINCETON, NJ 08542

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 3,166,863 A | \$ 0 (1) 3,612,362 (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 | <u>(4)</u> | <u>(4)</u> | Common Stock | 8,250, <u>(4)</u> |
| Series C Convertible Preferred | \$ 0 ⁽⁵⁾ | 07/03/2006 | | C | 7,280,001 | <u>(5)</u> | <u>(5)</u> | Common Stock | 7,280, <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HEALTHCARE VENTURES VI LP HEALTHCARE VENTURES LLC 44 NASSAU STREET PRINCETON, NJ 08542 | | X | | |
| HEALTHCARE PARTNERS VI LP HEALTHCARE VENTURES LLC 44 NASSAU STREET PRINCETON, NJ 08542 | | X | | |
| CAVANAUGH JAMES H HEALTHCARE VENTURES LLC 44 NASSAU STREET PRINCETON, NJ 08542 | | X | | |
| LITTLECHILD JOHN W 55 CAMBRIDGE PARKWAY SUITE 301 CAMBRIDGE, MA 02142 | | X | | |
| WERNER HAROLD R HEALTHCARE VENTURES LLC 44 NASSAU STREET PRINCETON, NJ 08542 | | X | | |
| Mirabelli Christopher 55 CAMBRIDGE PARKWAY SUITE 301 CAMBRIDGE, MA 02142 | | X | | |
| AGUIAR ERIC HEALTHCARE VENTURES LLC | | X | | |

44 NASSAU STREET
PRINCETON, NJ 08542

CROUSE WILLIAM W
HEALTHCARE VENTURES LLC
44 NASSAU STREET
PRINCETON, NJ 08542

X

Signatures

| | |
|---|------------|
| /s/Jeffrey Steinberg, Administrative Partner, HealthCare Ventures VI, L.P. | 07/05/2006 |
| __Signature of Reporting Person | Date |
| /s/Jeffrey Steinberg, Administrative Partner for HealthCare Partners VI, L.P. | 07/05/2006 |
| __Signature of Reporting Person | Date |
| /s/Jeffrey Steinberg, Attorney-in-Fact for James H. Cavanaugh | 07/05/2006 |
| __Signature of Reporting Person | Date |
| /s/Jeffrey Steinberg, Attorney-in-Fact for John Littlechild | 07/05/2006 |
| __Signature of Reporting Person | Date |
| /s/Jeffrey Steinberg, Attorney-in-Fact for Harold Werner | 07/05/2006 |
| __Signature of Reporting Person | Date |
| /s/Jeffrey Steinberg, Attorney-in-Fact for Christopher Mirabelli | 07/05/2006 |
| __Signature of Reporting Person | Date |
| /s/Jeffrey Steinberg, Attorney-in-Fact for Eric Aguiar | 07/05/2006 |
| __Signature of Reporting Person | Date |
| /s/Jeffrey Steinberg, Attorney-in-Fact for William Crouse | 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 Reporting Person's Series A and Series C Convertible Preferred Stock.

(3) These securities are owned by HCVVI. These securities are indirectly beneficially owned by HealthCare Partners VI, L.P. ("HCPVI"), the General Partner of HCVVI, and each of James Cavanaugh, Harold Werner, John Littlechild, Christopher Mirabelli, Augustine Lawlor, William Crouse and Eric Aguiar, the general partners of HCPVI. Drs. Cavanaugh, Mirabelli and Aguiar and Messrs. Werner, Littlechild, Crouse and Lawlor disclaim beneficial ownership of those securities in which they do not have a pecuniary interest and this report shall not be deemed an admission that they are the beneficial owners of these securities for purposes of Section 16 except to the extent of their pecuniary interest therein.

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- (4) 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.

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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