

TRIDENT CAPITAL FUND V LP
 Form 3
 November 08, 2005

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 TRIDENT CAPITAL MANAGEMENT V LLC | | | (Month/Day/Year) | IROBOT CORP [IRBT] | |
| (Last) | (First) | (Middle) | | | |
| C/O TRIDENT CAPITAL,Â 505 HAMILTON AVENUE, SUITE 200 | | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | | (Check all applicable) | |
| PALO ALTO,Â CAÂ 94301 | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | | 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) |
|------------------------------------|--|---|--|

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|------------------|
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 2,038,627 | \$ (1) | I | See Footnote (2) |
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 156,053 | \$ (1) | I | See Footnote (2) |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 1,826,277 | \$ (1) | D (3) | Â |
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 139,798 | \$ (1) | D (3) | Â |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 10,129 | \$ (1) | D (4) | Â |
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 775 | \$ (1) | D (4) | Â |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 10,614 | \$ (1) | D (5) | Â |
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 813 | \$ (1) | D (5) | Â |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 52,859 | \$ (1) | D (6) | Â |
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 4,046 | \$ (1) | D (6) | Â |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 138,748 | \$ (1) | D (7) | Â |
| Series F Preferred Stock | Â (1) | Â (1) | Common Stock | 10,621 | \$ (1) | D (7) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TRIDENT CAPITAL MANAGEMENT V LLC C/O TRIDENT CAPITAL 505 HAMILTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| TRIDENT CAPITAL FUND V AFFILIATES FUND LP C/O TRIDENT CAPITAL 505 HAMILTON AVENUE, SUITE 200 PALO ALTO, CA 94301 | Â | Â X | Â | Â |
| TRIDENT CAPITAL FUND V AFFILIATES FUND Q LP C/O TRIDENT CAPITAL | Â | Â X | Â | Â |

505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 94301

TRIDENT CAPITAL FUND V PRINCIPALS FUND L P
C/O TRIDENT CAPITAL
505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 94301

^ ^ X ^ ^

TRIDENT CAPITAL PARALLEL FUND V CV
C/O TRIDENT CAPITAL
505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 94301

^ ^ X ^ ^

TRIDENT CAPITAL FUND V LP
C/O TRIDENT CAPITAL
505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 94301

^ ^ X ^ ^

Signatures

| | | |
|--|------------|------|
| /s/ Bonnie N. Kennedy Managing Director | 11/08/2005 | |
| Signature of Reporting Person | | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Fund-V Affiliates Fund, L.P. | 11/07/2005 | |
| Signature of Reporting Person | | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Fund-V Affiliates Fund (Q), L.P. | 11/07/2005 | |
| Signature of Reporting Person | | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Fund-V Principals Fund, L.P. | 11/07/2005 | |
| Signature of Reporting Person | | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Parallel Fund-V, C.V. | 11/07/2005 | |
| Signature of Reporting Person | | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Fund-V, L.P. | 11/07/2005 | |
| 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) The preferred stock is convertible at any time, at the holder's election, on a one-for-one basis and has no expiration date.

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- Consists of shares held indirectly by Trident Capital Management-V, L.L.C. as sole general partner of Trident Capital Fund-V, L.P., Trident Capital Fund-V Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P., and Trident Capital Fund-V Principals Fund, L.P. and the sole investment general partner of Trident Capital Parallel Fund-V, C.V. and may be deemed to share voting and investment power with respect to all shares held by those entities. Trident Capital Management-V, L.L.C. disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.
- (2) Consists of shares owned by Trident Capital Fund-V, L.P.
 - (3) Consists of shares owned by Trident Capital Fund-V Affiliates Fund (Q), L.P.
 - (4) Consists of shares owned by Trident Capital Fund-V Affiliates Fund, L.P.
 - (5) Consists of shares owned by Trident Capital Fund-V Principals Fund, L.P.
 - (6) Consists of shares owned by Trident Capital Parallel Fund-V, C.V.
 - (7) Consists of shares owned by Trident Capital Parallel Fund-V, C.V.

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.