

THERMAGE INC
Form 3
November 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Â ESSEX WOODLANDS
HEALTH VENTURES FUND V LP

2. Date of Event Requiring Statement
(Month/Day/Year)
11/09/2006

3. Issuer Name and Ticker or Trading Symbol
THERMAGE INC [THRM]

(Last) (First) (Middle)

21 WATERWAY AVENUE,Â SUITE 225

(Street)

THE WOODLANDS,Â TXÂ 77380

(City) (State) (Zip)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (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 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	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 C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	1,555,555	\$ (3)	D (4)	Â
Series C Convertible Preferred Stock Warrant (right to buy)	Â (1)	03/12/2009	Common Stock	88,889	\$ 4.5	D (4)	Â
Series C Convertible Preferred Stock Warrant (right to buy)	Â (1)	05/29/2009	Common Stock	66,667	\$ 4.5	D (4)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESSEX WOODLANDS HEALTH VENTURES FUND V LP 21 WATERWAY AVENUE SUITE 225 THE WOODLANDS, TX 77380	Â	Â X	Â	Â
ESSEX WOODLANDS HEALTH VENTURES FUND V LLC 21 WATERWAY AVENUE SUITE 225 THE WOODLANDS, TX 77380	Â	Â X	Â	Â

Signatures

/s/ Martin P. Sutter, Managing Director 11/09/2006

__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) Not applicable.
- (3) 1-for-1.
- (4) The reported securities are owned directly by Essex Woodlands Health Ventures Fund V, L.P. and indirectly by Essex Woodlands Health Ventures V, L.L.C., as general partner of Essex Woodlands Health Ventures Fund V, L.P. Essex Woodlands Health Ventures V, L.L.C. disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.

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Remarks:

The Date of Event is based upon the date of effectiveness of the Issuer's Registration Statement or

Exhibit List

Exhibit 99 - Joint Filer 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.