

IPG PHOTONICS CORP
Form 3
December 12, 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â TA ASSOCIATES AP IV LP | | (Month/Day/Year) | IPG PHOTONICS CORP [IPGP] | |
| (Last) | (First) | (Middle) | 12/12/2006 | |
| JOHN HANCOCK TOWER,Â 200 CLARENDON ST. 56TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| BOSTON,Â MAÂ 02116 | <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | | |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|--------------------------|------------|------------|-----------------|---------|--------|----------------------------------|-----------------------|
| Series B Preferred Stock | 12/12/2006 | Â (4) | Common Stock | 328,515 | \$ (1) | I | See Footnote 3 (3) |
| Series B Warrants | 12/12/2006 | 04/01/2008 | Common Stock | (2) | \$ (2) | I | See Footnote 3 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TA ASSOCIATES AP IV LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON,Â MAÂ 02116 | Â X | Â | Â | Â |

Signatures

| | |
|--|------------|
| By: TA Associates AP IV L.P. | 12/12/2006 |
| **Signature of Reporting Person | Date |
| By: TA Associates, Inc., its General Partner | 12/12/2006 |
| **Signature of Reporting Person | Date |
| By: Thomas P. Alber, Chief Financial Officer | 12/12/2006 |
| **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) The number of shares of Common Stock is subject to adjustment based upon the initial public offering price in connection with the issuer's initial public offering.
- (2) The number of shares of Common Stock underlying the warrants is indeterminate and will be determined based upon the initial public offering price of the Common Stock in connection with the issuer's initial public offering.
- (3) The reporting person may be deemed to have an indirect pecuniary interest as the General Partner of TA/Atlantic and Pacific IV L.P. The reporting person disclaims beneficial ownership of such shares because the reporting person's indirect pecuniary interest is subject to indeterminable future events.
- (4) N/A

Â

Remarks:

TheÂ ReportingÂ PersonÂ hasÂ aÂ representativeÂ onÂ theÂ issuer'sÂ boardÂ ofÂ directors.Â Â MichaelÂ ChildÂ current

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.