

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 *
Â TA EXECUTIVES FUND
LLC

2. Date of Event Requiring Statement
(Month/Day/Year)
12/12/2006

3. Issuer Name and Ticker or Trading Symbol
IPG PHOTONICS CORP [IPGP]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

JOHN HANCOCK
TOWER,Â 200 CLARENDON
ST, 56TH FLOOR

(Check all applicable)

(Street)

Director 10% Owner
 Officer Other
(give title below) (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

BOSTON,Â MAÂ 02116

(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

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 B Preferred Stock	12/12/2006	À (3)	Common Stock	12,831	\$ (1)	D	À
Series B Warrants	12/12/2006	04/01/2008	Common Stock	(2)	\$ (2)	D	À

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA EXECUTIVES FUND LLC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	À X	À	À	À

Signatures

TA Executives Fund LLC	12/12/2006
<u> </u> Signature of Reporting Person	Date
By: TA Associates, Inc., its Manager	12/12/2006
<u> </u> Signature of Reporting Person	Date
By: Thomas P. Alber, Chief Financial Officer	12/12/2006
<u> </u> 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) N/A

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Remarks:

The Reporting Person has a representative on the issuer's board of directors. À Michael Child current

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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