

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 CHILD MICHAEL C

(Last) (First) (Middle)

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

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

12/12/2006

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

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

☒ 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

### 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  
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### 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)

Date Expiration  
Exercisable Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â <u>(1)</u>	04/05/2012	Common Stock	33,334	\$ 1.5	D	Â
Stock Options (right to buy)	Â <u>(2)</u>	12/14/2014	Common Stock	33,334	\$ 1.5	D	Â
Stock Options (right to buy)	Â <u>(3)</u>	06/12/2015	Common Stock	20,000	\$ 1.5	D	Â
Stock Options (right to buy)	Â <u>(4)</u>	06/21/2016	Common Stock	6,667	\$ 6.45	D	Â
Series B Preferred Stock	12/12/2006	Â <u>(9)</u>	Common Stock	22,291	\$ <u>(5)</u>	I	See Footnote 7 <u>(7)</u>
Series B Warrants	12/12/2006	04/01/2008	Common Stock	<u>(6)</u>	\$ <u>(6)</u>	I	See Footnote 7 <u>(8)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHILD MICHAEL C JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON,Â MAÂ 02116	Â X	Â	Â	Â

## Signatures

Michael C. Child 12/12/2006  
 \_\_Signature of Reporting Person Date

By: Thomas P. Alber, 12/12/2006  
 Attorney-in-Fact  
 \_\_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) 8,334 of such options were immediately exercisable and the remaining options became exercisable in three equal installments of 8,333 shares beginning on 12/29/02
- (2) The option was exercisable immediately.
- (3) The option is exercisable in four equal installments of 5,000 shares. The first installment became exercisable on 6/12/2006.
- (4) The option is exercisable in four equal installments of 1,667 shares. The first installment became exercisable on 6/21/2007.
- (5) 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.
- (6) 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.

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(7) The reporting person may be deemed to have an indirect pecuniary interest as a member of TA Investors LLC in shares of Series B Preferred Stock that will convert into 22,291 shares of Common Stock. 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. The reporting person disclaims beneficial ownership of such securities except to the extent of the shares of Series B Preferred Stock as to which he holds a pecuniary interest.

(8) The reporting person may be deemed to have an indirect pecuniary interest as a member of TA Investors LLC in the Series B Warrants. 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. The reporting person disclaims beneficial ownership of such securities except to the extent of the Series B Warrants as to which he holds a pecuniary interest.

(9) N/A

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### Remarks:

The Reporting Person has a representative on the issuer's board of directors. 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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