

TRIDENT CAPITAL FUND V LP
Form 4
November 16, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
TRIDENT CAPITAL
MANAGEMENT V LLC

(Last) (First) (Middle)

C/O TRIDENT CAPITAL, 505
HAMILTON AVENUE, SUITE 200

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IROBOT CORP [IRBT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (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 Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 11/15/2005 | | C | | 2,089,237 | A | \$ 0 (1) 2,089,237 | See Footnote (2) |
| Common Stock | 11/15/2005 | | C | | 1,871,615 | A | \$ 0 (1) 1,871,615 | See Footnote (3) |
| Common Stock | 11/15/2005 | | C | | 10,380 | A | \$ 0 (1) 10,380 | See Footnote (4) |
| Common Stock | 11/15/2005 | | C | | 10,878 | A | \$ 0 (1) 10,878 | See Footnote |

Edgar Filing: TRIDENT CAPITAL FUND V LP - Form 4

| | | | | | | | | (5) | |
|--------------|------------|--|---|------------|---|-------------|-----------|-----|------------------|
| Common Stock | 11/15/2005 | | C | 54,171 | A | \$ 0 (1) | 54,171 | I | See Footnote (6) |
| Common Stock | 11/15/2005 | | C | 142,193 | A | \$ 0 (1) | 142,193 | I | See Footnote (7) |
| Common Stock | 11/15/2005 | | S | 68,249 (8) | D | \$ 24 | 2,020,988 | I | See Footnote (2) |
| Common Stock | 11/15/2005 | | S | 61,140 (8) | D | \$ 24 | 1,810,475 | I | See Footnote (3) |
| Common Stock | 11/15/2005 | | S | 339 (8) | D | \$ 24 | 10,041 | I | See Footnote (4) |
| Common Stock | 11/15/2005 | | S | 355 (8) | D | \$ 24 | 10,523 | I | See Footnote (5) |
| Common Stock | 11/15/2005 | | S | 1,770 (8) | D | \$ 24 | 52,401 | I | See Footnote (6) |
| Common Stock | 11/15/2005 | | S | 4,645 (8) | D | \$ 24 | 137,548 | I | See Footnote (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series E Preferred Stock | (1) | 11/15/2005 | | C | 1,933,184 | (1) | (1) | Common Stock | 1,933,184 |

Edgar Filing: TRIDENT CAPITAL FUND V LP - Form 4

| | | | | | | | | |
|--------------------------|-----|------------|---|-----------|-----|-----|--------------|-----------|
| Series F Preferred Stock | (1) | 11/15/2005 | C | 156,053 | (1) | (1) | Common Stock | 156,053 |
| Series E Preferred Stock | (1) | 11/15/2005 | C | 1,731,817 | (1) | (1) | Common Stock | 1,731,817 |
| Series F Preferred Stock | (1) | 11/15/2005 | C | 139,798 | (1) | (1) | Common Stock | 139,798 |
| Series E Preferred Stock | (1) | 11/15/2005 | C | 9,605 | (1) | (1) | Common Stock | 9,605 |
| Series F Preferred Stock | (1) | 11/15/2005 | C | 775 | (1) | (1) | Common Stock | 775 |
| Series E Preferred Stock | (1) | 11/15/2005 | C | 10,065 | (1) | (1) | Common Stock | 10,065 |
| Series F Preferred Stock | (1) | 11/15/2005 | C | 813 | (1) | (1) | Common Stock | 813 |
| Series E Preferred Stock | (1) | 11/15/2005 | C | 50,125 | (1) | (1) | Common Stock | 50,125 |
| Series F Preferred Stock | (1) | 11/15/2005 | C | 4,046 | (1) | (1) | Common Stock | 4,046 |
| Series E Preferred Stock | (1) | 11/15/2005 | C | 131,572 | (1) | (1) | Common Stock | 131,572 |
| Series F Preferred Stock | (1) | 11/15/2005 | C | 10,621 | (1) | (1) | Common Stock | 10,621 |

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 | | X | | |
| TRIDENT CAPITAL FUND V AFFILIATES FUND LP | | X | | |

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

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

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

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

TRIDENT CAPITAL FUND V LP
C/O TRIDENT CAPITAL X
505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 34301

Signatures

| | |
|--|------------|
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Management V, L.L.C. | 11/15/2005 |
| **Signature of Reporting Person | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Fund-V Affiliates Fund, L.P. | 11/15/2005 |
| **Signature of Reporting Person | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Fund-V Principals Fund, L.P. | 11/15/2005 |
| **Signature of Reporting Person | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Parallel Fund-V, C.V. | 11/15/2005 |
| **Signature of Reporting Person | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Fund-V Affiliates Fund (Q), L.P. | 11/15/2005 |
| **Signature of Reporting Person | Date |
| /s/ Bonnie N. Kennedy, Managing Director, Trident Capital Fund-V, L.P. | 11/15/2005 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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 automatically converted upon the consummation of the Issuer's initial public offering on a one-for-one basis.
 - (2) 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. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, and this report shall not be deemed an admission that the

Edgar Filing: TRIDENT CAPITAL FUND V LP - Form 4

reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

- (3) Consists of shares owned by Trident Capital Fund-V, L.P.
- (4) Consists of shares owned by Trident Capital Fund-V Affiliates Fund (Q), L.P.
- (5) Consists of shares owned by Trident Capital Fund-V Affiliates Fund, L.P.
- (6) Consists of shares owned by Trident Capital Fund-V Principals Fund, L.P.
- (7) Consists of shares owned by Trident Capital Parallel Fund-V, C.V.
- (8) Shares sold pursuant to the exercise of the over-allotment option in connection with the initial public offering of common stock of iRobot Corporation.

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.