

ESSEX WOODLANDS HEALTH VENTURES FUND VI L P

Form SC 13G/A

December 29, 2011

# **SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

## **SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)**

## **ABIOMED, INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**003654100**

**(CUSIP Number)**

**Martin P. Sutter**

**Essex Woodlands Health Ventures Fund VI, L.P.**

**Essex Woodlands Health Ventures Fund VII, L.P.**

**21 Waterway Avenue, Suite 225**

**The Woodlands, Texas 77380**

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(281) 364-1555

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2009

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13G-1(b)

Rule 13G-1(c)

Rule 13G-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 003654100

Page 2 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures Fund VI, L.P.

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 946,818  
(6) Shared voting power

beneficially

owned by -0-  
each (7) Sole dispositive power

reporting

person 946,818  
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

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946,818

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

2.5%

(12) Type of reporting person

PN

CUSIP No. 003654100

Page 3 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VI, L.P.

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 946,818  
(6) Shared voting power

beneficially

owned by  
each (7) Sole dispositive power  
-0-

reporting

person 946,818  
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

946,818

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

2.5%

(12) Type of reporting person

PN

CUSIP No. 003654100

Page 4 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VI, L.L.C.

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 946,818  
(6) Shared voting power

beneficially

owned by  
each -0-  
(7) Sole dispositive power

reporting

person 946,818  
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

946,818

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

2.5%

(12) Type of reporting person

OO



CUSIP No. 003654100

Page 5 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures Fund VII, L.P.

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 2,203,182  
(6) Shared voting power

beneficially

owned by  
each -0-  
(7) Sole dispositive power

reporting

person 2,203,182  
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

2,203,182

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

5.7%

(12) Type of reporting person

PN

CUSIP No. 003654100

Page 6 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VII, L.P.

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 2,203,182  
(6) Shared voting power

beneficially

owned by  
each -0-  
(7) Sole dispositive power

reporting

person 2,203,182  
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

2,203,182

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

5.7%

(12) Type of reporting person

PN

CUSIP No. 003654100

Page 7 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Essex Woodlands Health Ventures VII, L.L.C.

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 2,203,182  
(6) Shared voting power

beneficially

owned by  
each (7) Sole dispositive power  
-0-

reporting

person 2,203,182  
(8) Shared dispositive power

with

-0-

(9) Aggregate amount beneficially owned by each reporting person

2,203,182

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

5.7%

(12) Type of reporting person

OO

CUSIP No. 003654100

Page 8 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Martin P. Sutter

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares 120,186  
(6) Shared voting power

beneficially

owned by 3,150,000  
each (7) Sole dispositive power

reporting

person 120,186  
(8) Shared dispositive power

with

3,150,000

(9) Aggregate amount beneficially owned by each reporting person

3,270,186<sup>(1)</sup>

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

8.5%

(12) Type of reporting person

IN

(1) Includes 3,150,000 shares held by Essex Woodlands Health Ventures, based on the July 8, 2011, proxy statement.



CUSIP No. 003654100

Page 9 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

James L. Currie

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6)  -0- Shared voting power

beneficially

owned by (7)  3,150,000 Sole dispositive power  
each

reporting

person (8)  -0- Shared dispositive power

with

3,150,000

(9) Aggregate amount beneficially owned by each reporting person

3,150,000

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

8.2%

(12) Type of reporting person

IN

CUSIP No. 003654100

Page 10 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Immanuel Thangaraj

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6)  -0- Shared voting power

beneficially

owned by (7)  3,150,000 Sole dispositive power  
each

reporting

person (8)  -0- Shared dispositive power

with

3,150,000

(9) Aggregate amount beneficially owned by each reporting person

3,150,000

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

8.2%

(12) Type of reporting person

IN

CUSIP No. 003654100

Page 11 of 22 Pages

(1) Name of reporting person

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Petro Vainio

(2) Check the appropriate box if a member of a group

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6)  -0-  
Shared voting power

beneficially

owned by (7)  3,150,000  
each Sole dispositive power

reporting

person (8)  -0-  
Shared dispositive power

with

3,150,000

(9) Aggregate amount beneficially owned by each reporting person

3,150,000

(10) Check box if the aggregate amount in Row (11) excludes certain shares

..

(11) Percent of class represented by amount in Row (11)

8.2%

(12) Type of reporting person