

DESHPANDE GURURAJ

Form 4

October 01, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DESHPANDE GURURAJ

(Last) (First) (Middle)

C/O A123 SYSTEMS, INC., 321
ARSENAL STREET

(Street)

WATERTOWN, MA 02472

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
A123 SYSTEMS, INC. [AONE]

3. Date of Earliest Transaction
(Month/Day/Year)
09/29/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (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 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)
Common Stock	09/29/2009		C	138,607 A \$ 0	138,607	D	
Common Stock	09/29/2009		C	2,546,701 A \$ 0	2,546,701 ⁽²⁾	I	By Unicorn Trust IV
Common Stock	09/29/2009		C	1,727,991 A \$ 0	1,727,991 ⁽²⁾	I	By Unicorn Trust VI
Common Stock	09/29/2009		C	987,095 A \$ 0	987,095 ⁽²⁾	I	By Unicorn Trust VIII
Common Stock	09/29/2009		C	1,291,235 A \$ 0	1,291,235 ⁽²⁾	I	By Unicorn Trust X

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Common Stock	326,000 <u>(2)</u>	I	By Deshpande Irrevocable Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Number Shares
Series A Convertible Preferred Stock	(1)	09/29/2009		C	138,607	(1)	(1)	Common Stock	138,607
Series A Convertible Preferred Stock	(1)	09/29/2009		C	2,018,028	(1)	(1)	Common Stock	2,018,028 (2)
Series B Convertible Preferred Stock	(1)	09/29/2009		C	528,673	(1)	(1)	Common Stock	528,673 (2)
Series B Convertible Preferred Stock	(1)	09/29/2009		C	29,641	(1)	(1)	Common Stock	29,641
Series B Convertible Preferred Stock	(1)	09/29/2009		C	540,309	(1)	(1)	Common Stock	540,309 (2)
Series B Convertible Preferred Stock	(1)	09/29/2009		C	624,650	(1)	(1)	Common Stock	624,650 (2)
	(1)	09/29/2009		C	1,409,669	(1)	(1)		

Series C
Convertible
Preferred
Stock

Common 1,409,
Stock (2)

Series D
Convertible
Preferred
Stock

(1)

09/29/2009

C

288,681

(1)

(1)

Common 288,6
Stock (2)

Series D
Convertible
Preferred
Stock

(1)

09/29/2009

C

446,786

(1)

(1)

Common 446,7
Stock (2)

Series D
Convertible
Preferred
Stock

(1)

09/29/2009

C

394,719

(1)

(1)

Common 394,7
Stock (2)

Series F
Convertible
Preferred
Stock

(1)

09/29/2009

C

271,866

(1)

(1)

Common 271,8
Stock (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DESHPANDE GURURAJ C/O A123 SYSTEMS, INC. 321 ARSENAL STREET WATERTOWN, MA 02472	X			

Signatures

/s/ Eric J. Pyenson,
attorney-in-fact

10/01/2009

**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) Each share of preferred stock represented herein immediately converted into one share of common stock of the issuer upon the closing of the issuer's initial public offering on September 29, 2009.
The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the
- (2) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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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