ABIOMED INC
Form 4
October 02, 2015

# FORM 4

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

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SUTTER MARTIN P

(Last) (First) (Middle)

22 CHERRY HILL DRIVE

(Street)

DANVERS, MA 01923

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ABIOMED INC [ABMD]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, $0.01 par value | 09/30/2015 | | A(6) | | 175 | A | $ 92.76 | 162,192 | D | |
| Common Stock, $.01 par value | | | | | | | | 946,818 | I | By Essex Woodland Health Ventures, VI, LP (1) |
| Common Stock, $0.01 par | | | | | | | | 1,203,182 | I | By Essex Woodlands Health |

| | |
|---|---|
| value | Ventures Fund VII, LP [2] |

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) | | 8. De Se (In |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock option (right to buy) [3] | $ 13.91 | | | | | | | 05/20/2009[4] | 05/20/2018 | Common Stock | 25,000 | |
| Stock Option (right to buy) [5] | $ 18.63 | | | | | | | 08/12/2009 | 08/13/2018 | Common Stock | 12,000 | |
| Stock Option (right to buy) [5] | $ 7.67 | | | | | | | 08/11/2010 | 08/12/2019 | Common Stock | 12,000 | |
| Stock Option (right to buy) [5] | $ 9.99 | | | | | | | 08/10/2011 | 08/11/2020 | Common Stock | 12,000 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |

SUTTER MARTIN P
22 CHERRY HILL DRIVE X
DANVERS, MA 01923

# Signatures

/s/ Stephen C. McEvoy (by power of attorney) 10/02/2015

**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)** These securities are held by Essex Woodlands Health Ventures Fund VI, L.P. Mr. Sutter is a managing director of Essex Woodlands Health Ventures, the partnership that owns the reported securities. As a managing director Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VI, L.P.. Mr. Sutter disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

**(2)** These securities are held by Essex Woodlands Health Ventures Fund VII, L.P.. Mr. Sutter is a managing director of Essex Woodlands Health Ventures, the partnership that owns the reported securities. As a managing director Mr. Sutter shares voting and investment powers for Essex Woodlands Health Ventures Fund VII, L.P. Mr. Sutter disclaims beneficial ownership of all such securities except to the extent of his pecuniary interest therein.

**(3)** Grant to reporting person to buy shares of Common Stock under ABIOMED, Inc. 2000 Stock Incentive Plan.

**(4)** These options become exerciseable in annual 20% increments commencing on the date shown forth in Table II, Column 6.

**(5)** Grant to reporting person of option to buy shares of Common Stock set forth in Table II, Column 7, under the ABIOMED, Inc. 2008 Stock Incentive Plan.

**(6)** This stock was issued to the Reporting Person in lieu of a retainer of $16,250 for compensation for his service as a board member of ABIOMED, Inc.

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.