

SUTTER MARTIN P
Form 4
May 09, 2018

FORM 4

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

OMB APPROVAL

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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 *
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)
05/08/2018

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 par value | 05/08/2018 | | M | | 25,000 | A | \$ 13.91 |
| Common Stock, \$0.01 par value | 05/08/2018 | | S ⁽¹⁹⁾ | | 700 | D | \$ 340.4704 <u>(6)</u> |
| Common Stock, \$0.01 par value | 05/08/2018 | | S ⁽¹⁹⁾ | | 400 ⁽¹⁹⁾ | D | \$ 341.9964 <u>(7)</u> |

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| | | | | | | | |
|--------------------------------|------------|-------------------------|-----------------------------|---|--------------------------------------|---------|---|
| Common Stock, \$0.01 par value | 05/08/2018 | <u>S⁽¹⁹⁾</u> | <u>2,757⁽¹⁹⁾</u> | D | \$ <u>342.7947⁽⁸⁾</u> | 187,520 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | <u>S⁽¹⁹⁾</u> | <u>3,950⁽¹⁹⁾</u> | D | \$ <u>343.7712⁽⁹⁾</u> | 183,570 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | <u>S⁽¹⁹⁾</u> | <u>1,400⁽¹⁹⁾</u> | D | \$ <u>344.6914⁽¹⁰⁾</u> | 182,170 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | <u>S⁽¹⁹⁾</u> | <u>400⁽¹⁹⁾</u> | D | \$ <u>345.6375⁽¹¹⁾</u> | 181,770 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | <u>S⁽¹⁹⁾</u> | <u>283⁽¹⁹⁾</u> | D | \$ <u>346.5441⁽¹²⁾</u> | 181,487 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | M | 12,000 | A | \$ 18.63 | 193,487 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | S | 800 | D | \$ <u>340.4175⁽¹³⁾</u> | 192,687 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | S | 200 | D | \$ 341.84 | 192,487 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | S | 2,700 | D | \$ <u>342.6655⁽¹⁴⁾</u> | 189,787 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | S | 5,300 | D | \$ <u>343.6635⁽¹⁵⁾</u> | 184,487 | D |
| Common Stock, \$0.01 par value | 05/08/2018 | S | 1,900 | D | \$ <u>344.5458⁽¹⁶⁾</u> | 182,587 | D |
| | 05/08/2018 | S | 700 | D | | 181,887 | D |

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| | | | | | | | | |
|--------------------------------|------------|-------------------|-------------------------------|---|----------------------------|---------|---|--|
| Common Stock, \$0.01 par value | | | | | \$ 345.3786 <u>(17)</u> | | | |
| Common Stock, \$0.01 par value | 05/08/2018 | S | 400 | D | \$ 346.2625 <u>(18)</u> | 181,487 | D | |
| Common Stock, \$0.01 par value | 05/08/2018 | A ⁽²⁰⁾ | <u>6,546</u> <u>(20)</u> | A | \$ 329.01 | 188,033 | D | |
| Common Stock, \$0.01 par value | 05/08/2018 | D ⁽²⁰⁾ | <u>201,818</u> <u>(20)</u> | D | \$ 329.01 | 745,000 | I | By Essex Woodland Health Ventures, VI, LP ⁽¹⁾ |
| Common Stock, \$0.01 par value | | | | | | 503,182 | I | By Essex Woodlands Health 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.

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(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 |
| Stock option (right to buy) ⁽³⁾ | \$ 13.91 | 05/08/2018 | | M | 25,000 | 05/20/2009 ⁽⁴⁾ | 05/20/2018 | Common Stock | 25,000 |

| | | | | | | | | |
|--|----------|------------|---|--------|------------|------------|--------------|--------|
| Stock Option (right to buy) ⁽⁵⁾ | \$ 18.63 | 05/08/2018 | M | 12,000 | 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 DANVERS, MA 01923 | | X | | |

Signatures

/s/ Stephen C. McEvoy (by power of attorney) 05/09/2018

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 exercisable in annual 20% increments commencing on the date set 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 price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$340.3300 and \$340.5700. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.
- (7) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$341.8400 and \$342.2700. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

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(8) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$342.3300 and \$343.2900. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(9) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$343.3400 and \$344.1800. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(10) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$344.3700 and \$345.0000. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(11) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$345.3500 and \$345.7600. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(12) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$346.4000 and \$346.6500. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(13) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$340.0000 and \$340.5800. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(14) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$342.1700 and \$342.9700. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(15) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$343.1500 and \$343.9900. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(16) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$344.0000 and \$344.9900. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(17) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$345.0000 and \$345.7700. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(18) This price represents the weighted average sale price of multiple transactions on the reported date at prices that ranged between \$346.0000 and \$346.6500. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer, or a security holder of the Issuer.

(19) Transaction represents shares of common stock sold for the payment of the exercise price of stock options and withholding taxes associated with stock option exercise.

(20) Essex Woodlands Health Ventures VI LP made an in-kind distribution of 201,818 shares of Abiomed Stock, in which Mr. Sutter as a limited partner of Essex Woodlands Health Ventures VI LP received 6,546 shares.

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.