Edgar Filing: SOLTA MEDICAL INC - Form SC 13G

SOLTA MEDICAL INC Form SC 13G February 13, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. __) *

Solta Medical, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

83438K103

(CUSIP Number)

December 23, 2008

(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 13d-1(b)

[X]

Rule 13d-1(c)

[]

Rule 13d-1(d)

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*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 disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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Exhibit Index Contained on Page 13

	CUSIP NO. 83438K103	13 G	ł	Page 2 of 14
1	NAME OF REPORTIN	NG PERSON		
2	Meritech Capital Partne CHECK THE APPRO	ers II L.P. (MCP II) PRIATE BOX IF A MEM	/BER OF A GROUP*	
	(a)			
	[]			
	(b)			
3 4	[X] SEC USE ONLY CITIZENSHIP OR PL Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	ACE OF ORGANIZATIO	SOLE VOTING POWER 5,240,591 shares, except that Merite Associates II L.L.C. (MCA II), th MCP II, may be deemed to have sold with respect to such shares, Meritece Associates II L.L.C. (MMA II), a of MCA II, may be deemed to have with respect to such shares, and Paul (Madera) and Michael Gordon (managing members of MMA II, may have shared voting power with respect SHARED VOTING POWER See response to row 5. SOLE DISPOSITIVE POWER 5,240,591 shares, except that MCA I partner of MCP II, may be deemed t dispositive power with respect to suc II, a managing member of MCA II, may have sole dispositive power with respect to suc shares, and Madera and Gordon, the members of MMA II, may be deemed	e general partner of e voting power h Management managing member sole voting power l Madera Gordon), the y be deemed to ect to such shares. II, the general o have sole ch shares, MMA may be deemed to pect to such managing ed to have shared
		8	SHARED DISPOSITIVE POWER See response to row 7.	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,240,591

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.0%

12 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 83438K103 13 G Page 3 of 14 NAME OF REPORTING PERSON Meritech Capital Affiliates II L.P. (MC AFF II) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 5 SOLE VOTING POWER 134,844 shares, except that MCA II, the general **SHARES** partner of MC AFF II, may be deemed to have sole voting power with respect to such shares, MMA II, a BENEFICIALLY managing member of MCA II, may be deemed to have sole voting power with respect to such shares, OWNED BY EACH and Madera and Gordon, the managing members of MMA II, may be deemed to have shared voting power REPORTING with respect to such shares. 6 SHARED VOTING POWER PERSON See response to row 5. 7 SOLE DISPOSITIVE POWER WITH 134,844 shares, except that MCA II, the general partner of MC AFF II, may be deemed to have sole dispositive power with respect to such shares, MMA II, a managing member of MCA II, may be deemed to have sole dispositive power with respect to such shares, and Madera and Gordon, the managing members of MMA II, may be deemed to have shared dispositive power with respect to such shares. SHARED DISPOSITIVE POWER 8

See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1

2

3

4

	134,844
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 - 0.3%
- 12 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 83438K103 13 G Page 4 of 14 1 NAME OF REPORTING PERSON MCP Entrepreneur Partners II L.P. (MEP II) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* 2 (a) [] (b) [X]SEC USE ONLY 3 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware NUMBER OF 5 SOLE VOTING POWER 40,069 shares, except that MCA II, the general partner **SHARES** of MEP II, may be deemed to have sole voting power with respect to such shares, MMA II, a managing BENEFICIALLY member of MCA II, may be deemed to have sole voting power with respect to such shares, and Madera OWNED BY EACH and Gordon, the managing members of MMA II, may be deemed to have shared voting power with respect REPORTING to such shares. 6 SHARED VOTING POWER PERSON See response to row 5. 7 SOLE DISPOSITIVE POWER WITH 40,069 shares, except that MCA II, the general partner of MEP II, may be deemed to have sole dispositive power with respect to such shares, MMA II, a managing member of MCA II, may be deemed to have sole dispositive power with respect to such shares, and Madera and Gordon, the managing members of MMA II, may be deemed to have shared dispositive power with respect to such shares. SHARED DISPOSITIVE POWER 8 See response to row 7.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

	40,069
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 83438K103			13 G Page 5 of 14
1	NAME OF REPOR	TING PERSON	
2	Meritech Capital As CHECK THE APPF		IF A MEMBER OF A GROUP*
	(a)		
	[]		
	(b)		
3 4	[X] SEC USE ONLY CITIZENSHIP OR 1	PLACE OF ORC	ANIZATION
	Delaware	~	
	NUMBER OF	5	SOLE VOTING POWER 5,415,504 shares, all of which are held by MCP II,
	SHARES		MC AFF II, and MEP II, for whom MCA II serves as general partner, except that MMA II, a managing
	BENEFICIALLY		member of MCA II, may be deemed to have sole power to vote these shares, and Madera and Gordon,
	OWNED BY EACH		the managing members of MMA II, may be deemed to have shared power to vote these shares.
	REPORTING	6	SHARED VOTING POWER See response to row 5.
	PERSON	7	SOLE DISPOSITIVE POWER
	WITH		5,415,504 shares, all of which are held by MCP II, MC AFF II, and MEP II, for whom MCA II serves as general partner, except that MMA II, a managing member of MCA II, may be deemed to have sole power to dispose of these shares, and Madera and Gordon, the managing members of MMA II, may be deemed to have shared power to dispose of these shares.
		8	SHARED DISPOSITIVE POWER See response to row 7.
9	AGGREGATE AM	OUNT BENEFIC	CIALLY OWNED BY EACH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	5,415,504
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
	EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.3%

12 TYPE OF REPORTING PERSON*

00

13 G

CUSIP NO. 83438K103

1	NAME OF REPOR	TING PERSON			
2	Meritech Manageme CHECK THE APPR		L.C. IF A MEMBER OF A GROUP*		
	(a)				
	[]				
	(b)				
_	[X]				
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware				
	NUMBER OF	5	SOLE VOTING POWER 5,415,504 shares, all of which are held by MCP II,		
	SHARES		MC AFF II, and MEP II. MMA II serves as a managing member of MCA II, the general partner of		
	BENEFICIALLY		such entities. Madera and Gordon, the managing members of MMA II, may be deemed to have shared		
	OWNED BY EACH		power to vote these shares.		
	REPORTING	6	SHARED VOTING POWER See response to row 5.		
	PERSON	7	SOLE DISPOSITIVE POWER 5,415,504 shares, all of which are held by MCP II,		
	WITH		MC AFF II, and MEP II. MMA II serves as a managing member of MCA II, the general partner of such entities. Madera and Gordon, the managing members of MMA II, may be deemed to have shared		
		8	power to dispose of these shares. SHARED DISPOSITIVE POWER		
9	AGGREGATE AM		See response to row 7. IALLY OWNED BY EACH		
	5,415,504				
10	CHECK BOX IF TH EXCLUDES CERT		E AMOUNT IN ROW (9)		

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[]
 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11.3%
 TYPE OF REPORTING PERSON*
 OO

(CUSIP NO. 83438K103		13 G	Page 7 of 14
1	NAME OF REPOR	TING PERSON		
2	Paul Madera CHECK THE APPI	ROPRIATE BOX I	F A MEMBER OF A GROUP*	
	(a)			
	[]			
	(b)			
3 4	[X] SEC USE ONLY CITIZENSHIP OR U.S. Citizen	PLACE OF ORGA	NIZATION	
	U.S. Chilzen	5	SOLE VOTING POWER 0 shares	
	NUMBER OF	6	SHARED VOTING POWER	
	SHARES		5,415,504 shares, all of which are held b MC AFF II, and MEP II. MCA II is the partner of such entities and Madera, as a	
	BENEFICIALLY		member of MMA II, a manag may be deemed to have share	ging member of MCA II,
	OWNED BY EACH		shares.	to vote these
	REPORTING	7	SOLE DISPOSITIVE POWE 0 shares	ER
	PERSON	8	SHARED DISPOSITIVE PC 5,415,504 shares, all of which	
	WITH		MC AFF II, and MEP II. MC partner of such entities and M member of MMA II, a manag may be deemed to have share these shares.	CA II is the general Iadera, as a managing ging member of MCA II,
9	AGGREGATE AM REPORTING PERS		ALLY OWNED BY EACH	
	5,415,504			
10	CHECK BOX IF TI EXCLUDES CERT		AMOUNT IN ROW (9)	

[]
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11.3%
 12 TYPE OF REPORTING PERSON*
 IN

(CUSIP NO. 83438K103		13 G	Page 8 of 14
1	NAME OF REPOR	FING PERSON		
2	Michael Gordon CHECK THE APPR	OPRIATE BOX IF	F A MEMBER OF A GROUP*	
	(a)			
	[]			
	(b)			
3	[X] SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen			
		5	SOLE VOTING POWER 0 shares	
	NUMBER OF	6	SHARED VOTING POWER	
	SHARES		5,415,504 shares, all of which are held b MC AFF II, and MEP II. MCA II is the	
	BENEFICIALLY		partner of such entities and Go member of MMA II, a managi	ng member of MCA II,
	OWNED BY EACH		may be deemed to have shared shares.	power to vote these
	REPORTING	7	SOLE DISPOSITIVE POWEI 0 shares	R
	PERSON	8	SHARED DISPOSITIVE POV 5,415,504 shares, all of which	
	WITH		MC AFF II, and MEP II. MC. partner of such entities and Go member of MMA II, a managi may be deemed to have shared these shares.	A II is the general ordon, as a managing ng member of MCA II,
9	AGGREGATE AMO REPORTING PERS		ALLY OWNED BY EACH	
	5,415,504			
10	CHECK BOX IF TH EXCLUDES CERT		AMOUNT IN ROW (9)	

[]
 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 11.3%
 12 TYPE OF REPORTING PERSON*
 IN

13 G

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ITEM 1(A).

NAME OF ISSUER Solta Medical, Inc.

ITEM 1(B).

ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

25881 Industrial Boulevard

Hayward, CA 94545

ITEM 2(A).

NAME OF PERSONS FILING

This Statement is filed by Meritech Capital Partners II L.P., a Delaware limited partnership (MCP II), Meritech Capital Affiliates II L.P., a Delaware limited partnership (MC AFF II), MCP Entrepreneur Partners II L.P., a Delaware limited partnership (MEP II), Meritech Capital Associates II L.L.C., a Delaware limited liability company (MCA II), Meritech Management Associates II L.L.C., a Delaware limited liability company (MMA II), Paul Madera (Madera) and Michael Gordon (Gordon). The foregoing entities and individuals are collectively referred to as the Reporting Persons.

MCA II is the general partner of MCP II, MC AFF II and MEP II, and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II. MMA II is a managing member of MCA II and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II. Madera and Gordon are managing members of MMA II and may be deemed to have indirect beneficial ownership of shares of MMA II and may be deemed to have indirect beneficial ownership of Shares of MMA II and may be deemed to have indirect beneficial ownership of shares of MMA II and may be deemed to have indirect beneficial ownership of shares of the issuer directly owned by MCP II, MC AFF II and MEP II.

ITEM 2(B).

ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Meritech Capital Partners 245 Lytton Ave, Suite 350 Palo Alto, CA 94301

ITEM 2(C).

CITIZENSHIP

MCP II, MC AFF II and MEP II are Delaware limited partnerships. MCA II and MMA II are Delaware limited liability companies. Madera and Gordon are United States citizens.

ITEM 2(D) AND (E).

TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock CUSIP # 83438K103

ITEM 3.

Not Applicable.

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ITEM 4.

OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

<u>(a)</u>

Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

<u>(b)</u>

Percent of Class:

See Row 11 of cover page for each Reporting Person.

<u>(c)</u>

Number of shares as to which such person has:

<u>(i)</u>

Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

<u>(ii)</u>

Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

<u>(iii)</u>

Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

<u>(iv)</u>

Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

ITEM 5.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6.

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Under certain circumstances set forth in the limited partnership agreements of MCP II, MC AFF II and MEP II, and the limited liability company agreements of MCA II and MMA II, the general and limited partners or members, as the case may be, of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are a partner or member, as the case may be.

ITEM 7.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

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ITEM 8.

IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9.

NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10.

CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2009

MERITECH CAPITAL PARTNERS II L.P.

By: Meritech Capital Associates II L.L.C.

its General Partner

By: Meritech Management Associates II L.L.C.

a managing member

By: <u>/s/ Paul S. Madera</u>

Paul S. Madera, a managing member

MERITECH CAPITAL AFFILIATES II L.P.

By: Meritech Capital Associates II L.L.C.

its General Partner

MERITECH CAPITAL ASSOCIATES II L.L.C.

By: Meritech Management Associates II L.L.C.

a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

MERITECH MANAGEMENT ASSOCIATES II L.L.C.

By: <u>/s/ Paul S. Madera</u>

Paul S. Madera, a managing member

/s/ Paul S. Madera

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By: Meritech Management Associates II L.L.C.

Paul S. Madera

a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

/s/ Michael B. Gordon

Michael B. Gordon

MCP ENTREPRENEUR PARTNERS II L.P.

By: Meritech Capital Associates II L.L.C.

its General Partner

By: Meritech Management Associates II L.L.C.

a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for

other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (*See* 18 U.S.C. 1001)

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EXHIBIT INDEX

Found on

Sequentially

Numbered Page 14

Exhibit Exhibit A: Agreement of Joint Filing

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Solta Medical, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 11, 2009

MERITECH CAPITAL PARTNERS II L.P.	MERITECH CAPITAL ASSOCIATES II L.L.C.	
By: Meritech Capital Associates II L.L.C.	By: Meritech Management Associates II L.L.C.	
its General Partner	a managing member	
	By: <u>/s/ Paul S. Madera</u>	
By: Meritech Management Associates II L.L.C.	Paul S. Madera, a managing member	
a managing member		
By: <u>/s/ Paul S. Madera</u>	MERITECH MANAGEMENT ASSOCIATES II	
Paul S. Madera, a managing member	L.L.C.	
MERITECH CAPITAL AFFILIATES II L.P.		
By: Meritech Capital Associates II L.L.C.	By: <u>/s/ Paul S. Madera</u>	
its General Partner	Paul S. Madera, a managing member	
By: Meritech Management Associates II L.L.C.	/s/ Paul S. Madera	
a managing member	Paul S. Madera	

By: <u>/s/ Paul S. Madera</u>

Paul S. Madera, a managing member

/s/ Michael B. Gordon

MCP ENTREPRENEUR PARTNERS II L.P.

Michael B. Gordon

By: Meritech Capital Associates II L.L.C.

its General Partner

By: Meritech Management Associates II L.L.C.

a managing member

By: /s/ Paul S. Madera

Paul S. Madera, a managing member