

ABIOMED INC
Form 4
August 14, 2015

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
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(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)
08/12/2015

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value	08/12/2015		A ⁽⁶⁾	3,900 ⁽⁶⁾	A \$ 0 162,017	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.

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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)	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)

08/14/2015

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 exercisable 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) Represents shares underlying the grant of restricted stock units that are to be settled in common stock upon vesting. The restricted stock units will vest in full on the earlier of: (a) August 12, 2016; or (b) the date of the Issuer's next annual meeting of stockholders.

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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