

THERMAGE INC  
Form 425  
September 15, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

September 15, 2008

Date of Report (date of earliest event reported)

**THERMAGE, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of

incorporation or organization)

**001-33123**  
(Commission File Number)

**25881 Industrial Boulevard, Hayward, California 94545**

(Address of principal executive offices)

**(510) 782-2286**

(Registrant's telephone number, including area code)

**68-0373593**  
(I.R.S. Employer

Identification Number)

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N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On September 15, 2008, Thermage, Inc. ( Thermage ) issued a press release announcing it had received a letter on September 14, retracting the previously announced unsolicited, non-binding proposal to acquire Thermage for \$5.50 per share. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press Release of Thermage, Inc. dated as of September 15, 2008. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THERMAGE, INC.**

Date: September 15, 2008

By: /s/ John F. Glenn  
John F. Glenn  
Chief Financial Officer