

TA ADVENT VIII LP

Form 4

December 20, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TA ADVENT VIII LP

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200  
CLARENDON ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

IPG PHOTONICS CORP [IPGP]

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

12/18/2006

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |   |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|---|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                      |                                         |   |
| Common<br>Stock                       | 12/18/2006                              |                                                             | C                                       | 916,160                                                                 | A                                                                                                                  | 11                                                                   | 916,160                                 | D |

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Series B<br>Preferred<br>Stock                      | (1)                                                                | 12/18/2006                              |                                                             | C                                    |                                                                                                        | 480,000                                                        |     | (1)                                                              | (1)                | Common<br>Stock | 916,                       |
| Series B<br>Warrants                                | (2)                                                                | 12/18/2006                              |                                                             | D                                    |                                                                                                        | \$<br>2,784,000<br>(2)                                         |     | 12/18/2006                                                       | 04/01/2008         | Common<br>Stock | (2)                        |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| TA ADVENT VIII LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116 | X                                |

## Signatures

|                                                    |            |
|----------------------------------------------------|------------|
| TA/Advent VIII L.P.                                | 12/20/2006 |
| __Signature of Reporting Person                    | Date       |
| By: TA Associates VIII LLC, its General<br>Partner | 12/20/2006 |
| __Signature of Reporting Person                    | Date       |
| By: TA Associates, Inc., its Manager               | 12/20/2006 |
| __Signature of Reporting Person                    | Date       |
| By: Thomas P. Alber, Chief Financial<br>Officer    | 12/20/2006 |
| __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) The Series B Preferred Stock had no expiration date and was convertible into a combination of Common Stock and Subordinated Debt with a value equal to the greater of (i) the consideration the holders would have received if the Issuer had been sold and (ii) the consideration the holders would have received at a conversion price of \$15.00 per share. The Series B Preferred Stock converted into 916,160 shares of Common Stock and \$2,526,315.78 of Subordinated Debt.
- (2) The Warrants entitled the holder to purchase a number of shares of Common Stock of the Issuer equal to \$2,784,000 divided by an amount equal to 50% of the public offering price at an exercise price equal to 50% of the public offering price and were exercisable only upon a public offering, merger, liquidation or sale of the issuer. The issuer also had the right to repurchase the Warrants at a price

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determined by reference to the public offering price. The issuer repurchased the Warrants for \$2,790,000.

### Remarks:

The Reporting Person has a representative on the Issuer's board of directors. Michael Child currently serves as the Reporting Person.

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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