

AINSIE LEE S III

Form 3

December 29, 2008

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

MAVERICK CAPITAL LTD

(Last) (First) (Middle)

300 CRESCENT COURT, 18TH
FLOOR,

(Street)

DALLAS, TX 72501

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/29/2008

3. Issuer Name and Ticker or Trading Symbol

CARDIOVASCULAR SYSTEMS INC [NO TICKER]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative
Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

(Instr. 5)

Series A Convertible Preferred Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	1,760,562 <u>(5)</u>	\$ 5.68 <u>(2)</u>	I	See footnote <u>(1)</u> <u>(5)</u>
Series A-1 Convertible Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	242,820 <u>(6)</u>	\$ 8.24 <u>(3)</u>	I	See footnote <u>(1)</u> <u>(6)</u>
Series B Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	109,169 <u>(7)</u>	\$ 9.16 <u>(4)</u>	I	See footnote <u>(1)</u> <u>(7)</u>
Stock Options	11/13/2007	11/12/2017	Common Stock	23,319	\$ 7.36	I	See footnote <u>(9)</u>
Stock Options	10/09/2007	10/08/2017	Common Stock	6,681	\$ 5.11	I	See footnote <u>(9)</u>
Stock Options	Â <u>(10)</u>	08/14/2011	Common Stock	60,000	\$ 5.71	I	See Footnote <u>(9)</u>
Warrants	Â <u>(12)</u>	09/12/2013	Common Stock	208,333 <u>(8)</u>	\$ 6	I	See footnote <u>(1)</u> <u>(8)</u>
Warrants	Â <u>(12)</u>	07/19/2011	Series A Convertible Preferred Stock <u>(2)</u>	248,686 <u>(11)</u>	\$ 5.71	I	See footnote <u>(1)</u> <u>(11)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAVERICK CAPITAL LTD 300 CRESCENT COURT, 18TH FLOOR DALLAS, TX 72501	Â	Â X	Â	Â
MAVERICK CAPITAL MANAGEMENT LLC 300 CRESCENT COURT, 18TH FLOOR DALLAS, TX 72501	Â	Â X	Â	Â
AINSLIE LEE S III 767 FIFTH AVENUE 11TH FLOOR NEW YORK, NY 10153	Â	Â X	Â	Â

Signatures

/s/ John T. McCafferty,
Attorney-in-Fact

12/29/2008

**Signature of Reporting Person

Date

/s/ John T. McCafferty,
Attorney-in-Fact

12/29/2008

**Signature of Reporting Person

Date

12/29/2008

/s/ John T. McCafferty,
Attorney-in-Fact

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Maverick Capital, Ltd. ("Maverick Capital") is a registered investment adviser under the Investment Advisers Act of 1940, as amended and acts as the investment manager for each of the portfolio funds that directly hold the reported securities. Maverick Capital Management, LLC ("Maverick") is the general partner of Maverick Capital. Lee S. Ainslie III is the manager of Maverick who is granted sole investment decision pursuant to Maverick's limited liability company regulations. Each reporting owner disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.
- (1) Each share of series A convertible preferred stock is convertible at any time at the holder's election into 1.01 shares of common stock and has no expiration date.
 - (2) Each share of series A-1 convertible preferred stock is convertible at any time at the holder's election into 1.03 shares of common stock and has no expiration date.
 - (3) Each share of series B convertible preferred stock is convertible at any time at the holder's election into 1.01 shares of common stock and has no expiration date.
 - (4) 774,280 shares of Series A Convertible Preferred Stock are held by Maverick Fund, L.D.C.; 312,594 shares of Series A Convertible Preferred Stock are held by Maverick Fund USA, Ltd.; and 673,688 shares of Series A Convertible Preferred Stock are held by Maverick Fund II, Ltd.
 - (5) 106,790 shares of Series A-1 Convertible Preferred Stock are held by Maverick Fund, L.D.C.; 43,113 shares of Series A-1 Convertible Preferred Stock are held by Maverick Fund, USA, Ltd.; and 92,917 shares of Series A-1 Convertible Preferred Stock are held by Maverick Fund II, Ltd.
 - (6) 48,012 shares of Series B Convertible Preferred Stock are held by Maverick Fund, L.D.C.; 19,383 shares of Series B Convertible Preferred Stock are held by Maverick Fund, USA, Ltd.; and 41,774 shares of Series B Convertible Preferred Stock are held by Maverick Fund II, Ltd.
 - (7) Warrants to acquire 91,623 shares of Common Stock are held by Maverick Fund, L.D.C.; Warrants to acquire 36,990 shares of Common Stock are held by Maverick Fund USA, Ltd.; and Warrants to acquire 79,720 shares of Common Stock are held by Maverick Fund II, Ltd.
 - (8) These Stock Options are held by Christina Wyskiel for the benefit of Maverick Fund, L.D.C., Maverick Fund USA, Ltd., and Maverick Fund II, Ltd. Ms. Wyskiel is an employee of an affiliate of Maverick Capital.
 - (9) These Stock Options are exercisable in three equal annual installments. The first installment became exercisable on August 15, 2007, the second installment became exercisable on August 15, 2008 and the final installment becomes exercisable on August 15, 2009.
 - (10) Warrants to acquire 109,370 shares of Series A Convertible Preferred Stock convertible into 109,947 shares of common stock are held by Maverick Fund, L.D.C.; Warrants to acquire 44,155 shares of Series A Convertible Preferred Stock convertible into 44,388 shares of common stock are held by Maverick Fund USA, Ltd.; and Warrants to acquire 95,161 shares of Series A Convertible Preferred Stock convertible into 95,663 shares of common stock are held by Maverick Fund II, Ltd.
 - (11) The Warrants are exercisable at any time at the holder's election.
 - (12)

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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