

Edgar Filing: Cardiovascular Systems Inc - Form 144

Cardiovascular Systems Inc  
 Form 144  
 February 22, 2010

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

FORM 144

OMB APPROVAL  
 OMB  
 Number: 3235-0101  
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NOTICE OF PROPOSED SALE OF SECURITIES  
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

SEC USE ONLY  
 DOCUMENT  
 SEQUENCE NO.

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

CUSIP NUMBER

1 (a) NAME OF ISSUER (Please type or print) (b) IRS (c) S.E.C. FILE NO.  
 Cardiovascular Systems, Inc. (the "Issuer") IDENT. NO. WORK LOCATION  
 41-1698056 000-52082

1 (d) ADDRESS OF ISSUER (e) TELEPHONE NO.  
 STREET CITY  
 STATE ZIP CODE  
 651 Campus Drive St. AREA NUMBER  
 Paul MN 55112-3495 CODE  
 651 259-1600

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) RELATIONSHIP TO ISSUER (c) ADDRESS STREET CITY STATE  
 Shareholder 301 Commerce Street, Suite 3300 Fort Worth TX 76102

TPG Biotechnology  
 Partners, L.P. ("Seller")

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

| 3 (a)                 | (b) | SEC USE ONLY  | (c)              | (d)              | (e)              | (f)                      | (g)     |
|-----------------------|-----|---------------|------------------|------------------|------------------|--------------------------|---------|
| Title of the Class of |     | Broker-Dealer | Number of Shares | Aggregate Market | Number of Shares | Approximate Date of Sale | Name of |

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| Securities To Be Sold                    | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | File Number or Other Units To Be Sold (See instr. 3(c)) | Value or Other Units (See instr. 3(d)) | or Other Units Outstanding (See instr. 3(e)) | (See instr. 3(f)) (MO. DAY YR.) | Each Securities Exchange (See instr. 3(g)) |
|--|--|---|--|--|---------------------------------|--|
| Common Stock par value \$0.001 per share | UBS Securities LLC<br>677 Washington Blvd.<br>Stamford, CT 06901   | 192,704 (1)   | \$1,040,601.60 (February 19, 2010)     | 14,909,522 (February 10, 2010)               | February 22, 2010               |  |

INSTRUCTIONS:

1. (a) Name of issuer  
 (b) Issuer's I.R.S. Identification Number  
 (c) Issuer's S.E.C. file number, if any  
 (d) Issuer's address, including zip code  
 (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
 (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
 (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
 (b) Name and address of each broker through whom the securities are intended to be sold  
 (c) Number of shares or other units to be sold (if debt securities, aggregate face amount)  
 (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
 (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
 (f) Approximate date on which the securities are to be sold  
 (g) Name of each securities exchange, if any, on which the securities are intended to be sold

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## TABLE I – SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction   | Name of Person from Whom Acquired<br>(If gift, also give date donor acquired) | Amount of Securities Acquired  | Date of Payment | Nature of Payment  |
|--------------------|-------------------|---|---|--|-----------------|--|
| Common Stock       | 7/3/2006          | The shares reported herein were acquired upon (i) the conversion of shares of the Issuer's Series C and D preferred stock previously acquired by Seller for cash and (ii) the issuance of Issuer's common stock in satisfaction of accumulated dividends on such preferred stock at the date of conversion. | Issuer  | 192,704<br>(following reverse stock split effected on February 25, 2009) | July 3, 2006    | Conversion of preferred stock and satisfaction of accumulated dividends thereon. |

INSTRUCTIONS: . If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

## TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| N/A                        | N/A                      | N/A          | N/A                       | N/A            |

REMARKS:

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(1) Sales by Seller should be aggregated with the sales of TPG Ventures, L.P. (together with Seller, the "TPG Funds"), which is under common control. The TPG Funds are filing separate Forms 144 for aggregate sales of up to 275,290 shares of the Issuer's Common Stock.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

The person for whose account the securities are to be sold represents by signing this notice that he or she is not making any representation regarding the current and prospective sales of the securities which has not been publicly disclosed in writing, including any given trading instructions to satisfy Rule 144, on this form and indicating the date that the person makes such representation as of the date of filing.

2/22/10  
DATE OF NOTICE

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DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON  
RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

**ATTENTION:** Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).