

MITSUI & CO LTD  
 Form 3  
 December 29, 2008

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

OMB APPROVAL

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**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 * |         |          | 2. Date of Event Requiring Statement             |  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Mitsui & Co. Venture Partners II, L.P.    |         |          | 12/29/2008                                       |  | CARDIOVASCULAR SYSTEMS INC [CSII]                  |  |
| (Last)                                    | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer |  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| 200 PARK AVENUE, 36TH FLOOR,              |         |          | (Check all applicable)                           |  |  |  |
| (Street)                                  |         |          | ___ Director                                     |  | ___X___ 10% Owner                                  | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK, NY                              |         |          | ___ Officer                                      |  | ___ Other  | ___ Form filed by One Reporting Person                     |
| (City)                                    | (State) | (Zip)    | (give title below)                               |  | (specify below)                                    | ___X___ Form filed by More than One Reporting Person       |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(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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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

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|   |            |            |   | Shares  |         | or Indirect<br>(I)<br>(Instr. 5) |                  |
|---|------------|------------|---|---------|---------|----------------------------------|------------------|
| Series A Redeemable<br>Convertible Preferred<br>Stock   | 07/28/2006 | Â (4)      | Common<br>Stock   | 678,713 | \$ 5.71 | I                                | See footnote (1) |
| Series A-1 Redeemable<br>Convertible Preferred<br>Stock | 09/19/2007 | Â (4)      | Common<br>Stock   | 121,359 | \$ 8.5  | I                                | See footnote (2) |
| Series A Warrant  | 07/19/2006 | 07/19/2011 | Series A<br>Redeemable<br>Convertible<br>Preferred<br>Stock | 96,377  | \$ 5.71 | I                                | See footnote (3) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| Mitsui & Co. Venture Partners II, L.P.<br>200 PARK AVENUE, 36TH FLOOR<br>NEW YORK, NY 10166 | Â             | Â X       | Â                      | Â     |
| Mitsui & Co. Venture Partners, Inc.<br>200 PARK AVENUE, 36TH FLOOR<br>NEW YORK, NY          | Â             | Â         | Â President<br>and CEO | Â     |
| MITSUI & CO LTD<br>2-1, OHTEMACHI 1-CHOME<br>CHIYODA-KU<br>TOKYO, M0                        | Â             | Â         | Â General<br>Manager   | Â     |

## Signatures

|  |            |
|--|------------|
| /s/ Taro Inaba, Authorized Signatory for Mitsui & Co. Venture Partners II,<br>L.P. | 12/29/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Taro Inaba, President and CEO for Mitsui & Co. Venture Partners, Inc.          | 12/29/2008 |
| __Signature of Reporting Person  | Date       |
| /s/ Tsutomu Yoshida, General Manager for Mitsui & Co., Ltd                         | 12/29/2008 |
| __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).
- (1) 675,148 shares of the Series A Redeemable Convertible Preferred Stock are owned directly by Mitsui & Co. Venture Partners II, L.P. ("MCVP II") and indirectly by (i) Mitsui & Co. Venture Partners, Inc. ("MCVP"), the general partner of MCVP II and (ii) Mitsui & Co., Ltd. ("Mitsui"), the 100% indirect owner of MCVP II and MCVP. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

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- 117,647 shares of the Series A-1 Redeemable Convertible Preferred Stock are owned directly by MCVP II and indirectly by (i) MCVP, (2) the general partner of MCVP II and (ii) Mitsui, the 100% indirect owner of MCVP II and MCVP. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

- A Series A Warrant convertible into 96,377 shares of Series A Redeemable Convertible Preferred Stock is owned directly by MCVP II and indirectly by (i) MCVP, the general partner of MCVP II and (ii) Mitsui, the 100% indirect owner of MCVP II and MCVP. Each (3) reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

- (4) This stock is convertible at any time and does not expire.

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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