

REPLIDYNE INC
Form 3
June 27, 2006

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 and Ticker or Trading Symbol	
Â MORGENTHALER PARTNERS VII LP		(Month/Day/Year)	REPLIDYNE INC [RDYN]	
(Last)	(First)	(Middle)		
50 PUBLIC SQUARE,Â SUITE 2700			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
CLEVELAND,Â OHÂ 44113			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who 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 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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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			Shares		or Indirect (1) (Instr. 5)	
Series A Preferred Stock	06/27/2006	Â (1)	Common Stock	2,000,000 \$ (1)	I	See footnote 2 (2)
Series C Preferred Stock	06/27/2006	Â (1)	Common Stock	6,400,000 \$ (1)	I	See footnote 2 (2)
Series D Preferred Stock	06/27/2006	Â (1)	Common Stock	1,874,163 \$ (1)	I	See footnote 2 (2)
Warrant (right to buy)	06/27/2006	06/27/2011	Series C Preferred Stock	80,001 (3) \$ 1.25 (3)	I	See footnote 2 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORGENTHALER PARTNERS VII LP 50 PUBLIC SQUARE SUITE 2700 CLEVELAND, OH 44113	Â	Â X	Â	Â

Signatures

/s/ Laura M. Medina,
Attorney-in-Fact
06/27/2006

**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).
- The Issuer's preferred stock will automatically be converted into Common Stock upon the closing of the Issuer's initial public offering.
- (1) The number of shares does not reflect the automatic conversion of each share of Series A, C and D Preferred Stock into 0.20391517 shares of Common Stock upon the closing of the initial public offering
- The shares are held by Morgenthaler Partners VII, L.P. (MP VII). The managing general partner of MP VII is Morgenthaler Management Partners VII, LLC (MMP VII). The members of MMP VII are Ralph E. Christoffersen, Robert C. Bellas, Jr., Greg E. Blonder, James W. Broderick, Daniel J. Farrar, Andrew S. Lanza, Theodore A. Laufik, Paul H. Levine, Gary R. Little, John D. Lutsi, Gary J. Morgenthaler, Robert D. Pavey, G. Gary Shaffer, Alfred J.V. Stanley and Peter G. Taft. As such, the members of MMP VII share voting power over the shares held by MP VII. Each member of MMP VII disclaims beneficial ownership of the shares held by MP VII except to the extent of his pecuniary interest therein.
- (2)
- The warrants to purchase shares of Series C Preferred Stock will automatically be converted into warrants to purchase shares of Common Stock upon the closing of the Issuer's initial public offering. The number of shares and exercise price do not reflect the automatic conversion of each share of Series C Preferred Stock into 0.20391517 shares of Common Stock upon the closing of the initial public offering
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. 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 number.