

TRIDENT CAPITAL FUND V LP

Form 3

November 08, 2005

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 *

Â TRIDENT CAPITAL
MANAGEMENT V LLC

(Last) (First) (Middle)

C/O TRIDENT CAPITAL,Â 505
HAMILTON AVENUE, SUITE
200

(Street)

PALO ALTO,Â CAÂ 94301

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/08/2005

3. Issuer Name **and** Ticker or Trading Symbol

IROBOT CORP [IRBT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

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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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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,038,627	\$ <u>(1)</u>	I	See Footnote <u>(2)</u>
Series F Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	156,053	\$ <u>(1)</u>	I	See Footnote <u>(2)</u>
Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,826,277	\$ <u>(1)</u>	D <u>(3)</u>	Â
Series F Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	139,798	\$ <u>(1)</u>	D <u>(3)</u>	Â
Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,129	\$ <u>(1)</u>	D <u>(4)</u>	Â
Series F Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	775	\$ <u>(1)</u>	D <u>(4)</u>	Â
Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,614	\$ <u>(1)</u>	D <u>(5)</u>	Â
Series F Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	813	\$ <u>(1)</u>	D <u>(5)</u>	Â
Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	52,859	\$ <u>(1)</u>	D <u>(6)</u>	Â
Series F Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	4,046	\$ <u>(1)</u>	D <u>(6)</u>	Â
Series E Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	138,748	\$ <u>(1)</u>	D <u>(7)</u>	Â
Series F Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	10,621	\$ <u>(1)</u>	D <u>(7)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRIDENT CAPITAL MANAGEMENT V LLC C/O TRIDENT CAPITAL 505 HAMILTON AVENUE, SUITE 200 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
TRIDENT CAPITAL FUND V AFFILIATES FUND LP C/O TRIDENT CAPITAL 505 HAMILTON AVENUE, SUITE 200 PALO ALTO,Â CAÂ 94301	Â	Â X	Â	Â
TRIDENT CAPITAL FUND V AFFILIATES FUND Q LP C/O TRIDENT CAPITAL	Â	Â X	Â	Â

505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 94301

TRIDENT CAPITAL FUND V PRINCIPALS FUND L P
C/O TRIDENT CAPITAL
505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 94301

^ ^ X ^ ^

TRIDENT CAPITAL PARALLEL FUND V CV
C/O TRIDENT CAPITAL
505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 94301

^ ^ X ^ ^

TRIDENT CAPITAL FUND V LP
C/O TRIDENT CAPITAL
505 HAMILTON AVENUE, SUITE 200
PALO ALTO, CA 94301

^ ^ X ^ ^

Signatures

/s/ Bonnie N. Kennedy Managing
Director 11/08/2005

__Signature of Reporting Person Date

/s/ Bonnie N. Kennedy, Managing
Director, Trident Capital Fund-V
Affiliates Fund, L.P. 11/07/2005

__Signature of Reporting Person Date

/s/ Bonnie N. Kennedy, Managing
Director, Trident Capital Fund-V
Affiliates Fund (Q), L.P. 11/07/2005

__Signature of Reporting Person Date

/s/ Bonnie N. Kennedy, Managing
Director, Trident Capital Fund-V
Principals Fund, L.P. 11/07/2005

__Signature of Reporting Person Date

/s/ Bonnie N. Kennedy, Managing
Director, Trident Capital Parallel
Fund-V, C.V. 11/07/2005

__Signature of Reporting Person Date

/s/ Bonnie N. Kennedy, Managing
Director, Trident Capital Fund-V,
L.P. 11/07/2005

__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) The preferred stock is convertible at any time, at the holder's election, on a one-for-one basis and has no expiration date.

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- Consists of shares held indirectly by Trident Capital Management-V, L.L.C. as sole general partner of Trident Capital Fund-V, L.P., Trident Capital Fund-V Affiliates Fund, L.P., Trident Capital Fund-V Affiliates Fund (Q), L.P., and Trident Capital Fund-V Principals Fund, L.P. and the sole investment general partner of Trident Capital Parallel Fund-V, C.V. and may be deemed to share voting and investment power with respect to all shares held by those entities. Trident Capital Management-V, L.L.C. disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.
- (2) Consists of shares owned by Trident Capital Fund-V, L.P.
 - (3) Consists of shares owned by Trident Capital Fund-V Affiliates Fund (Q), L.P.
 - (4) Consists of shares owned by Trident Capital Fund-V Affiliates Fund, L.P.
 - (5) Consists of shares owned by Trident Capital Fund-V Principals Fund, L.P.
 - (6) Consists of shares owned by Trident Capital Parallel Fund-V, C.V.

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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