

TRIDENT CAPITAL FUND V LP

Form 4

November 10, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

**TRIDENT CAPITAL
MANAGEMENT V LLC**

(Last) (First) (Middle)

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

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

IROBOT CORP [IRBT]

3. Date of Earliest Transaction

(Month/Day/Year)

11/08/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director

__X__ 10% Owner

____ Officer (give title
below)____ Other (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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/08/2005		C		105,443	A	<u>11</u>	105,443	I	See Footnote <u>(2)</u>
Common Stock	11/08/2005		C		94,460	A	<u>11</u>	94,460	I	See Footnote <u>(3)</u>
Common Stock	11/08/2005		C		524	A	<u>11</u>	524	I	See Footnote <u>(4)</u>
Common Stock	11/08/2005		C		549	A	<u>11</u>	549	I	See Footnote

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								(5)
Common Stock	11/08/2005	C	2,734	A	<u>(1)</u>	2,734	I	See Footnote (6)
Common Stock	11/08/2005	C	7,176	A	<u>(1)</u>	7,176	I	See Footnote (7)
Common Stock	11/08/2005	S	105,443	D	\$ 24 0		I	See Footnote (2)
Common Stock	11/08/2005	S	94,460	D	\$ 24 0		I	See Footnote (3)
Common Stock	11/08/2005	S	524	D	\$ 24 0		I	See Footnote (4)
Common Stock	11/08/2005	S	549	D	\$ 24 0		I	See Footnote (5)
Common Stock	11/08/2005	S	2,734	D	\$ 24 0		I	See Footnote (6)
Common Stock	11/08/2005	S	7,176	D	\$ 24 0		I	See Footnote (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Series E Preferred	<u>(1)</u>	11/08/2005		C	105,443	<u>(1)</u> <u>(1)</u>	Common Stock	105,443

Stock

Series E Preferred Stock	(1)	11/08/2005	C	94,460	(1)	(1)	Common Stock	94,460
Series E Preferred Stock	(1)	11/08/2005	C	524	(1)	(1)	Common Stock	524
Series E Preferred Stock	(1)	11/08/2005	C	549	(1)	(1)	Common Stock	549
Series E Preferred Stock	(1)	11/08/2005	C	2,734	(1)	(1)	Common Stock	2,734
Series E Preferred Stock	(1)	11/08/2005	C	7,176	(1)	(1)	Common Stock	7,176

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, CA 94301		X		
TRIDENT CAPITAL FUND V AFFILIATES FUND LP C/O TRIDENT CAPITAL 505 HAMILTON AVENUE, SUITE 200 PALO ALTO, CA 94301		X		
TRIDENT CAPITAL FUND V PRINCIPALS FUND L P 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 34301		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 AFFILIATES FUND Q LP C/O TRIDENT CAPITAL 505 HAMILTON AVENUE, SUITE 200		X		

PALO ALTO, CA 94301

Signatures

/s/ Peter T. Meekin, Managing Director, Trident Capital Management V, L.L.C.	11/10/2005
__Signature of Reporting Person	Date
/s/ Peter T. Meekin, Managing Director, Trident Capital Fund-V Affiliates Fund, L.P.	11/10/2005
__Signature of Reporting Person	Date
/s/ Peter T. Meekin, Managing Director, Trident Capital Fund-V Principals Fund, L.P.	11/10/2005
__Signature of Reporting Person	Date
/s/ Peter T. Meekin, Managing Director, Trident Capital Fund-V, L.P.	11/10/2005
__Signature of Reporting Person	Date
/s/ Peter T. Meekin, Managing Director, Trident Capital Parallel Fund-V, C.V.	11/10/2005
__Signature of Reporting Person	Date
/s/ Peter T. Meekin, Managing Director, Trident Capital Fund-V Affiliates Fund (Q), L.P.	11/10/2005
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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.
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.
- (7) 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. 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.