

HEMOSENSE INC
Form 4
July 06, 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 *
W Capital Partners Ironworks, LP

(Last) (First) (Middle)

ONE EAST 52ND STREET, 5TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

HEMOSENSE INC [HEM]

3. Date of Earliest Transaction
(Month/Day/Year)

07/01/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Former 10% Owner

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/01/2005		C		694,407	A	<u>11</u>	694,407	D ⁽⁴⁾
Common Stock	07/01/2005		P		125,454	A	\$ <u>5.5</u>	125,454	D ⁽⁴⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A-3 Preferred Stock	(2)	07/01/2005		C	487,500	(3) (1)	Common Stock 121,875 (2)
Series B-3 Preferred Stock	(2)	07/01/2005		C	632,911	(3) (1)	Common Stock 158,227 (2)
Series C-3 Preferred Stock	(2)	07/01/2005		C	1,657,226	(3) (1)	Common Stock 414,305 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
W Capital Partners Ironworks, LP ONE EAST 52ND STREET 5TH FLOOR NEW YORK, NY 10022	Former 10% Owner
WCP I LLC ONE EAST 52ND STREET 5TH FLOOR NEW YORK, NY 10022	Former 10% Owner

Signatures

/s/ Robert J. Migliorino, Managing Member of WCP I, L.L.C. 07/06/2005

__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) Not applicable.

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- (2) Each share of Series A-3, B-3 and C-3 Preferred Stock converted into Common Stock on a 1-for-4 basis immediately prior to the closing of the issuer's initial public offering.
- (3) Immediately.

The reported securities are owned directly by W Capital Partners Ironworks, L.P., and indirectly by WCP I, L.L.C., as general partner of
- (4) W Capital Partners Ironworks, L.P. WCP I, L.L.C. disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein.

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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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