

THERMAGE INC  
Form 4/A  
November 16, 2006

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TP MANAGEMENT VII LLC

(Last) (First) (Middle)

100 SHORELINE  
HIGHWAY, SUITE 282, BLDG. B

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
THERMAGE INC [THRM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/14/2006

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	11/10/2006		P		99,016 <u>(1)</u> <u>(2)</u>	A	\$ 7 99,016	I <u>(3)</u>	By Technology Partners Fund VII, L.P.
Common Stock	11/10/2006		P		6,321 <u>(2)</u> <u>(4)</u>	A	\$ 7 6,321	I <u>(5)</u>	By Technology Partners Affiliates VII, L.P.

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TP MANAGEMENT VII LLC 100 SHORELINE HIGHWAY SUITE 282, BLDG. B MILL VALLEY, CA 94941		X		
TECHNOLOGY PARTNERS FUND VII LP 100 SHORELINE HIGHWAY SUITE 282, BLDG. B MILL VALLEY, CA 94941		X		

## Signatures

/s/ Sheila Mutter, Managing Member  
11/15/2006  
\*\*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) Technology Partners Fund VII, L.P. originally reported a purchase of 100,714 shares of Common Stock when only 99,016 shares of Common Stock were actually purchased.
  - (2) These shares were purchased from the underwriters as provided for in the Issuer's prospectus dated November 9, 2006.

## Edgar Filing: THERMAGE INC - Form 4/A

- The reported securities are owned directly by Technology Partners Fund VII, L.P. and indirectly by TP Management VII, LLC, as general partner of Technology Partners VII, L.P. TP Management VII, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (3)
- (4) Technology Partners Affiliates VII, L.P. originally reported a purchase of 6,429 shares of Common Stock when only 6,321 shares of Common Stock were actually purchased.

- The reported securities are owned directly by Technology Partners Affiliates VII, L.P. and indirectly by TP Management VI, LLC, as general partner of Technology Partners Affiliate VI, L.P. TP Management VI, LLC disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (5)

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.