

HEMOSENSE INC  
Form 4  
July 06, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
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 below) \_\_\_X\_\_\_ Other (specify 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                   |
| Common Stock                    | 07/01/2005                           |                                                    | C                              | V                                                                 | 694,407 A \$ 694,407                                                                          | D (4)                                                    |                                   |
| Common Stock                    | 07/01/2005                           |                                                    | P                              | V                                                                 | 125,454 A \$ 5.5 125,454                                                                      | D (4)                                                    |                                   |

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

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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 of 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<br>ONE EAST 52ND STREET<br>5TH FLOOR<br>NEW YORK, NY 10022 |               |           |         | Former 10% Owner |
| WCP I LLC<br>ONE EAST 52ND STREET<br>5TH FLOOR<br>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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