

XTENT INC

Form 3

January 31, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 LATTERELL VENTURE
PARTNERS LP

(Last) (First) (Middle)

ONE EMBARCADERO
CENTER SUITE 4050

(Street)

SAN
FRANCISCO,Â CAÂ 94111

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
01/31/20073. Issuer Name **and** Ticker or Trading Symbol
XTENT INC [XTNT]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

**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.****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)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	225,000	\$ 0 (1)	D (3)	Â
Series B Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	119,681	\$ 0 (1)	D (3)	Â
Series C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	166,051	\$ 0 (1)	D (3)	Â
Series D Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	75,842	\$ 0 (1)	D (3)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LATTERELL VENTURE PARTNERS LP ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Latterell Capital Management LLC ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

Signatures

/s/ Patrick F. Latterell, Managing Member 01/31/2007

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 reported securities are convertible at any time at the option of Latterell Venture Partners, L.P., but automatically convert into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering, estimated to be on or about February 6, 2007.
- (2) Not applicable.
- (3) The reported securities are owned directly by Latterell Venture Partners, L.P. and indirectly by Latterell Capital Management, L.L.C., as general partner of Latterell Venture Partners, L.P. Latterell Capital Management, L.L.C. disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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Remarks:

The Date of Event is based upon the date of effectiveness of the Issuer's Registration Statement on

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.