

McCarthy Jeffrey P
Form 4
September 11, 2012

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 *
McCarthy Jeffrey P

(Last) (First) (Middle)

C/O A123 SYSTEMS, INC., 200
WEST STREET

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

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

A123 SYSTEMS, INC. [AONE]

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

08/29/2012

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) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)
Common Stock, \$0.001 par value				(A) or (D)	Price		
			Code	V	Amount		
						10,000 ⁽¹⁾	D
Common Stock, \$0.001 par value	08/29/2012		S	204,419	D	\$ 0.282 ⁽²⁾	2,266,387 ⁽³⁾ I
							By North Bridge Venture Partners IV-A, L.P.
Common Stock,	08/29/2012		S	97,037	D	\$ 0.282 ⁽²⁾	1,075,849 ⁽³⁾ I
							By North Bridge

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\$0.001 par value									Venture Partners IV-B, L.P.
Common Stock, \$0.001 par value	08/29/2012	S	289,557	D	<u>\$ 0.282</u> ⁽²⁾	3,210,311	<u>(3)</u>	I	By North Bridge Venture Partners V-A, L.P.
Common Stock, \$0.001 par value	08/29/2012	S	141,976	D	<u>\$ 0.282</u> ⁽²⁾	1,574,083	<u>(3)</u>	I	By North Bridge Venture Partners V-B, L.P.
Common Stock, \$0.001 par value	08/30/2012	S	474,103	D	<u>\$ 0.2607</u> ⁽⁴⁾	1,792,284	<u>(3)</u>	I	By North Bridge Venture Partners IV-A, L.P.
Common Stock, \$0.001 par value	08/30/2012	S	225,056	D	<u>\$ 0.2607</u> ⁽⁴⁾	850,793	<u>(3)</u>	I	By North Bridge Venture Partners IV-B, L.P.
Common Stock, \$0.001 par value	08/30/2012	S	671,561	D	<u>\$ 0.2607</u> ⁽⁴⁾	2,538,750	<u>(3)</u>	I	By North Bridge Venture Partners V-A, L.P.
Common Stock, \$0.001 par value	08/30/2012	S	329,280	D	<u>\$ 0.2607</u> ⁽⁴⁾	1,244,803	<u>(3)</u>	I	By North Bridge Venture Partners V-B, L.P.
Common Stock, \$0.001 par value	08/31/2012	S	138,472	D	<u>\$ 0.2601</u> ⁽⁵⁾	1,653,812	<u>(3)</u>	I	By North Bridge Venture Partners IV-A, L.P.
Common Stock, \$0.001 par value	08/31/2012	S	65,733	D	<u>\$ 0.2601</u> ⁽⁵⁾	785,060	<u>(3)</u>	I	By North Bridge Venture Partners IV-B,

									L.P.
Common Stock, \$0.001 par value	08/31/2012	S	196,144	D	\$ 0.2601 (5)	2,342,606 (3)	I		By North Bridge Venture Partners V-A, L.P.
Common Stock, \$0.001 par value	08/31/2012	S	96,173	D	\$ 0.2601 (5)	1,148,630 (3)	I		By North Bridge Venture Partners V-B, L.P.
Common Stock, \$0.001 par value	09/04/2012	S	69,721	D	\$ 0.26	1,584,091 (3)	I		By North Bridge Venture Partners IV-A, L.P.
Common Stock, \$0.001 par value	09/04/2012	S	33,096	D	\$ 0.26	751,964 (3)	I		By North Bridge Venture Partners IV-B, L.P.
Common Stock, \$0.001 par value	09/04/2012	S	98,759	D	\$ 0.26	2,243,847 (3)	I		By North Bridge Venture Partners V-A, L.P.
Common Stock, \$0.001 par value	09/04/2012	S	48,424	D	\$ 0.26	1,100,206 (3)	I		By North Bridge Venture Partners V-B, L.P.
Common Stock, \$0.001 par value	09/05/2012	S	278,884	D	\$ 0.221 (6)	1,305,207 (3)	I		By North Bridge Venture Partners IV-A, L.P.
Common Stock, \$0.001 par value	09/05/2012	S	132,386	D	\$ 0.221 (6)	619,578 (3)	I		By North Bridge Venture Partners IV-B, L.P.
	09/05/2012	S	395,036	D		1,848,811 (3)	I		

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Common Stock, \$0.001 par value						\$ 0.221 (6)			By North Bridge Venture Partners V-A, L.P.
Common Stock, \$0.001 par value	09/05/2012	S	193,694	D		\$ 0.221 (6)	906,512 (3)	I	By North Bridge Venture Partners V-B, L.P.
Common Stock, \$0.001 par value	09/06/2012	S	348,762	D		\$ 0.2018 (7)	956,445 (3)	I	By North Bridge Venture Partners IV-A, L.P.
Common Stock, \$0.001 par value	09/06/2012	S	165,557	D		\$ 0.2018 (7)	454,021 (3)	I	By North Bridge Venture Partners IV-B, L.P.
Common Stock, \$0.001 par value	09/06/2012	S	494,018	D		\$ 0.2018 (7)	1,354,793 (3)	I	By North Bridge Venture Partners V-A, L.P.
Common Stock, \$0.001 par value	09/06/2012	S	242,227	D		\$ 0.2018 (7)	664,285 (3)	I	By North Bridge Venture Partners V-B, L.P.

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

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SEC 1474
(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	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Jeffrey P C/O A123 SYSTEMS, INC. 200 WEST STREET WALTHAM, MA 02451		X		

Signatures

/s/ Kenneth J. DiPoto, as Attorney-in-Fact for Jeffrey P.
McCarthy

09/10/2012

__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) Includes 7,500 restricted stock units ("RSUs"). Upon vesting thereof, the Reporting Person is entitled to receive one (1) share of common stock for each one (1) RSU.
The transaction was executed in multiple trades in prices ranging from \$0.2800 to \$0.2916, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (3) The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
The transaction was executed in multiple trades in prices ranging from \$0.2600 to \$0.2657, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (5) The transaction was executed in multiple trades in prices ranging from \$0.2600 to \$0.2625, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (6) The transaction was executed in multiple trades in prices ranging from \$0.2200 to \$0.2250, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
- (7) The transaction was executed in multiple trades in prices ranging from \$0.2000 to \$0.2106, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

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.