

HEMOSENSE INC

Form 3

June 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
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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 *

W Capital Partners Ironworks,
LP

(Last) (First) (Middle)

ONE EAST 52ND
STREET, 5TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
06/13/2005

3. Issuer Name **and** Ticker or Trading Symbol
HEMOSENSE INC [HEMO]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

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

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

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 Owned1. 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)

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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 Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. 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-3 Preferred Stock	Â (1)	Â (2)	Common Stock	487,500 (3) \$ (3)		D (4)	Â
Series B-3 Preferred Stock	Â (1)	Â (2)	Common Stock	632,911 (3) \$ (3)		D (4)	Â
Series C-3 Preferred Stock	Â (1)	Â (2)	Common Stock	1,657,226 (3) \$ (3)		D (4)	Â
Common Stock Warrant (right to buy)	Â (1)	04/25/2010	Common Stock	4,216 (5) \$ 9 (5)		D (4)	Â

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	Â	Â X	Â	Â
WCP I LLC ONE EAST 52ND STREET 5TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

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

06/13/2005

__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) Immediately.

(2) Not applicable.

Pursuant to a 1-for-4 reverse stock split of the issuer's Common Stock effectuated on May 4, 2005, each share of Series A-3, B-3 and C-3 Preferred Stock will automatically convert into 0.25 shares of Common Stock immediately prior to the closing of the issuer's initial public offering to occur on or around June 17, 2005.

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 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.

Calculated based on an assumed exercise price of \$9.00 per share, the mid-point of the price range of the issuer's initial public offering.
(5) The number of shares issuable upon the exercise of this warrant may be calculated by dividing \$37,952 by the exercise price per share. The exercise price will be set at the price per share paid by the investors in the issuer's initial public offering.

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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