

HEMOSENSE INC
Form SC 13G
February 14, 2006

OMB APPROVAL
OMB Number: 3235-0145
Expires: January 31, 2006
Estimated average burden
hours per
response 11

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

Hemosense, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

423691104

Edgar Filing: HEMOSENSE INC - Form SC 13G

(CUSIP Number)

12/31/05

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

American LegalNet, Inc.

www.USCourtForms.com

CUSIP No. 423691104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

W Capital Partners Ironworks, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) N/A

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 827,061 -a)

Shares 6. Shared Voting Power

Beneficially by

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 827,061 -a)

With: 8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

827,061 -a)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Edgar Filing: HEMOSENSE INC - Form SC 13G

N/A

11. Percent of Class Represented by Amount in Row (9)

7.4%

12. Type of Reporting Person (See Instructions)

PN

- (a- Includes 820,161 shares of common stock of HemoSense, Inc. held by W Capital Partners Ironworks, L.P. and 6,900 shares issuable upon the exercise of a warrant to purchase common stock of HemoSense, Inc. WCP I, L.L.C. is the general partner of W Capital Partners Ironworks, L.P. David S. Wachter, Stephen Wertheimer and Robert J. Migliorino, as managing members of WCP I, L.L.C., share voting and dispositive power with respect to shares held by W Capital Partners Ironworks, L.P.)

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WCP I, LLC

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(a) N/A

(b)

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N/A

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7.4%

12. Type of Reporting Person (See Instructions)

OO

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Stephen Wertheimer

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) N/A

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially by

Owned by

827,061 -a)

Each

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

827,061 -a)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

827,061 -a)

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N/A

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7.4%

12. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Robert Migliorino

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) N/A

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially by

Owned by

827,061 -a)

Each

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

827,061 -a)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

827,061 -a)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Edgar Filing: HEMOSENSE INC - Form SC 13G

N/A

11. Percent of Class Represented by Amount in Row (9)

7.4%

12. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 423691104

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

David Wachter

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) N/A

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially by

Owned by

827,061 -a)

Each

7. Sole Dispositive Power

Reporting

Person

0

With:

8. Shared Dispositive Power

827,061 -a)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

827,061 -a)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Edgar Filing: HEMOSENSE INC - Form SC 13G

N/A

11. Percent of Class Represented by Amount in Row (9)

7.4%

12. Type of Reporting Person (See Instructions)

IN

- (a- Includes 820,161 shares of common stock of HemoSense, Inc. held by W Capital Partners Ironworks, L.P. and 6,900 shares issuable upon the exercise of a warrant to purchase common stock of HemoSense, Inc. WCP I, L.L.C. is the general partner of W Capital Partners Ironworks, L.P. David S. Wachter, Stephen Wertheimer and Robert J. Migliorino, as managing members of WCP I, L.L.C., share voting and dispositive power with respect to shares held by W Capital Partners Ironworks, L.P.)

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- Item 1.** (a) Name of Issuer
HEMOSENSE, INC
- (b) Address of Issuer's Principal Executive Offices
651 RIVER OAKS PARKWAY SAN JOSE, CA 95134
- Item 2.** (a) Name of Person Filing
W CAPITAL PARTNERS IRONWORKS LP
- (b) Address of Principal Business Office or, if none, Residence
W CAPITAL PARTNERS 1 E. 52ND ST NY, NY 10022
- (c) Citizenship
DELAWARE
- (d) Title of Class of Securities
COMMON STOCK
- (e) CUSIP Number
423691104

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

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Item 4. Ownership.

(a) Amount beneficially owned:

827,061 -a).

(b) Percent of class:

7.4%.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

827,061 -a).

(ii) Shared power to vote or to direct the vote

0.

(iii) Sole power to dispose or to direct the disposition of

827,061 -a).

(iv) Shared power to dispose or to direct the disposition of

0.

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Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/14/06

Date

W Capital Partners Ironworks, L.P.

By: WCP I, L.L.C., Its General Partner

By: /s/ Robert Migliorino

Robert Migliorino
Managing Member

American LegalNet, Inc.

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- Item 1.** (a) Name of Issuer
HEMOSENSE, INC
- (b) Address of Issuer's Principal Executive Offices
651 RIVER OAKS PARKWAY SAN JOSE, CA 95134

- Item 2.** (a) Name of Person Filing
WCP I, LLC
- (b) Address of Principal Business Office or, if none, Residence
W CAPITAL PARTNERS 1 E. 52ND ST NY, NY 10022
- (c) Citizenship
DELAWARE
- (d) Title of Class of Securities
COMMON STOCK
- (e) CUSIP Number
423691104

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Not applicable.

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Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date

By /s/ Robert Migliorino

Robert Migliorino

Managing Member

American LegalNet, Inc.

www.USCourtForms.com

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HEMOSENSE, INC
- (b) Address of Issuer's Principal Executive Offices
651 RIVER OAKS PARKWAY SAN JOSE, CA 95134
- Item 2.** (a) Name of Person Filing
DAVID WACHTER
- (b) Address of Principal Business Office or, if none, Residence
W CAPITAL PARTNERS 1 E. 52ND ST NY, NY 10022
- (c) Citizenship
US
- (d) Title of Class of Securities
COMMON STOCK
- (e) CUSIP Number
423691104

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Not applicable.

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7.4%.

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Not applicable.

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Not applicable.

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Not applicable.

Item 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/14/06

Date

/s/ David Wachter

Signature

DAVID WACHTER MANAGING MEMBER

Name/Title

American LegalNet, Inc.

www.USCourtForms.com

- Item 1.** (a) Name of Issuer
HEMOSENSE, INC
- (b) Address of Issuer's Principal Executive Offices
651 RIVER OAKS PARKWAY SAN JOSE, CA 95134

- Item 2.** (a) Name of Person Filing
STEPHEN WERTHEIMER
- (b) Address of Principal Business Office or, if none, Residence
W CAPITAL PARTNERS 1 E. 52ND ST NY, NY 10022
- (c) Citizenship
US
- (d) Title of Class of Securities
COMMON STOCK
- (e) CUSIP Number
423691104

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N/A
Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/14/06

Date

/s/ Stephen Wertheimer

Signature

STEPHEN WERTHEIMER MANAGING MEMBER

Name/Title

American LegalNet, Inc.

www.USCourtForms.com

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651 RIVER OAKS PARKWAY SAN JOSE, CA 95134
- Item 2.** (a) Name of Person Filing
ROBERT MIGLIORINO
- (b) Address of Principal Business Office or, if none, Residence
W CAPITAL PARTNERS 1 E. 52ND ST NY, NY 10022
- (c) Citizenship
US
- (d) Title of Class of Securities
COMMON STOCK
- (e) CUSIP Number
423691104

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Item 10. Certification

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/14/06

Date

/s/ Robert Migliorino

Signature

ROBERT MIGLIORINO MANAGING MEMBER

Name/Title

American LegalNet, Inc.

www.USCourtForms.com

Exhibit A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the person named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendment thereto) relating to the common stock of HemoSense, Inc. and further agree that this Joint Filing Agreement be included as an exhibit to such Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of February 14, 2006.

W Capital Partners Ironworks, L.P.

By: WCP I, L.L.C. its General Partner

By: /s/ Robert Migliorino
Robert Migliorino, Managing Member

WCP I, LLC

By: /s/ Robert Migliorino
Robert Migliorino, Managing Member

/s/ David Wachter
David Wachter, Managing Member

/s/ Stephen Wertheimer
Stephen Wertheimer, Managing Member

/s/ Robert Migliorino
Robert Migliorino, Managing Member