XTENT INC
Form 3
January 31, 2007

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated 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 Morgenthaler Partners VI LP
(Last) (First) (Middle)

2710 SAND HILL ROAD
SUITE 100
(Street)

MENLO PARK,Â CAÂ 94025
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/31/2007

3. Issuer Name **and** Ticker or Trading Symbol
XTENT INC [XTNT]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (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 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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(Instr. 5)	
Series A Convertible Preferred Stock	Â [(1)](#)	Â [(2)](#)	Common Stock	1,500,000	$ 0 [(1)](#)	D [(3)](#)	Â
Series B Convertible Preferred Stock	Â [(1)](#)	Â [(2)](#)	Common Stock	930,851	$ 0 [(1)](#)	D [(3)](#)	Â
Series C Convertible Preferred Stock	Â [(1)](#)	Â [(2)](#)	Common Stock	1,660,516	$ 0 [(1)](#)	D [(3)](#)	Â
Series D Convertible Preferred Stock	Â [(1)](#)	Â [(2)](#)	Common Stock	968,876	$ 0 [(1)](#)	D [(3)](#)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morgenthaler Partners VI LP 2710 SAND HILL ROAD SUITE 100 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â
Morgenthaler Management Partners VI LLC 2710 SAND HILL ROAD SUITE 100 MENLO PARK,Â CAÂ 94025	Â	Â X	Â	Â

Signatures

/s/ Robert C. Bellas Jr., 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 Morgenthaler Partners VI, 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 Morgenthaler Partners VI, L.P. and indirectly by Morgenthaler Management Partners VI, L.L.C., as general partner of Morgenthaler Partners VI, L.P. Morgenthaler Management Partners VI, L.L.C. disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

Â

Remarks:

TheÂ DateÂ ofÂ EventÂ isÂ basedÂ uponÂ theÂ dateÂ ofÂ effectivenessÂ ofÂ theÂ Issuer'sÂ RegistrationÂ StatementÂ o

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.