

XTENT INC
Form 3
January 31, 2007

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Will Allan R		(Month/Day/Year)	XTENT INC [XTNT]	
(Last)	(First)	(Middle)	01/31/2007	
1600 EL CAMINO		4. Relationship of Reporting Person(s) to Issuer		
REAL, SUITE 290		(Check all applicable)		
(Street)		<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
MENLO PARK, CA 94025		5. If Amendment, Date Original Filed(Month/Day/Year)		
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Common Stock	160,156	I	by The Will Family Trust ⁽¹⁾

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

SEC 1473 (7-02)

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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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (2)	Â (3)	Common Stock	1,263,297 \$ (2)		I	by St. Paul Venture Capital VI, LLC (4)
Series C Preferred Stock	Â (2)	Â (3)	Common Stock	1,014,760 \$ (2)		I	by St. Paul Venture Capital VI, LLC (4)
Series D Preferred Stock	Â (2)	Â (3)	Common Stock	337,078 \$ (2)		I	by St. Paul Venture Capital VI, LLC (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Will Allan R 1600 EL CAMINO REAL SUITE 290 MENLO PARK, CA 94025	Â X	Â X	Â	Â

Signatures

/s/ Lisa L. Corbin as Attorney-in-Fact for Allan R.
Will 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) Represents securities held directly by The Will Family Trust, which the reporting person is a Trustee.
Each share of Series B, Series C and Series D Preferred Stock is convertible at any time at the option of the holder, and will
- (2) automatically convert into shares of the Issuer's Common Stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering, estimated to be on or about February 6, 2007.
- (3) Not applicable.
- (4) Represents securities held directly by St. Paul Venture Capital VI, LLC, which is jointly managed by Split Rock Partners, LLC and Vesbridge Partners, LLC. Voting and investment power over the shares, however, has been delegated solely to Split Rock Partners, LLC. Split Rock Partners, LLC has delegated voting and investment decisions with respect to the shares to four individuals (one of whom is the reporting person) who require a two-thirds vote to act. The reporting person may be deemed to be an indirect beneficial owner of the reported securities. The reporting person disclaims any beneficial ownership of the reported securities, except to the extent of any pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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Remarks:

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

See Exhibit 99.1 for Power of Attorney.

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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