SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

		or S	ection 30(h)	of the Investment Company Act of	1940			
1. Name and Address of Reporting Person [*] Acer Technology Ventures Management, LLC		2. Date of Event Requiring Statement (Month/Day/Year) 11/08/2005		3. Issuer Name and Ticker or Trading Symbol <u>IROBOT CORP</u> [IRBT]				
(Last) (First) (Middle) 5201 GREAT AMERICA PARKWAY				4. Relationship of Reporting Pe (Check all applicable) Director	rson(s) to Issuer X 10% Owne Other (spec	r (Mor	Amendment, Da th/Day/Year)	ate of Original Filed
SUITE 270 (Street) SANTA CLARA CA 95054				below)	below)	6. Inc	cable Line) Form filed by	/Group Filing (Check y One Reporting Person y More than One erson
(City) (State) (Zip)		Table I - N	on-Deriv	ative Securities Beneficia	ally Owned			
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ((Instr. 5)	t (D) (Instr.		Beneficial Ownership
	(6			ve Securities Beneficially rants, options, convertib		5)		
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securit Underlying Derivative Security		4. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	or Indirect (I) (Instr. 5)	
Series A Preferred Stock		(1)	(1)	Common Stock	1,336,370 ⁽²⁾	(1)	I ⁽²⁾	See Footnote ⁽²⁾
Series C Preferred Stock		(1)	(1)	Common Stock	400,909 ⁽³⁾	(1)	I ⁽³⁾	See Footnote ⁽³⁾
Series D Preferred Stock		(1)	(1)	Common Stock	295,975 ⁽⁴⁾	(1)	I ⁽⁴⁾	See Footnote ⁽⁴⁾
Series E Preferred Stock		(1)	(1)	Common Stock	407,726 ⁽⁵⁾	(1)	I ⁽⁵⁾	See Footnote ⁽⁵⁾
Series F Preferred Stock		(1)	(1)	Common Stock	162,719 ⁽⁶⁾	(1)	I ⁽⁶⁾	See Footnote ⁽⁶⁾
1. Name and Address of Reporting Person [*] Acer Technology Ventures Mana (Last) (First)	i <mark>geme</mark> (Middl							
5201 GREAT AMERICA PARKWAY SUITE 270			_					
(Street) SANTA CLARA CA	9505	4	_					
(City) (State)	(Zip)							
1. Name and Address of Reporting Person [*] <u>iD America 1, LLC</u>			_					
(Last) (First) 5201 GREAT AMERICA PARKWAY SUITE 270	(Middl	e)						
(Street) SANTA CLARA CA	9505	4	_					
(City) (State)	(Zip)							
1. Name and Address of Reporting Person [*] Acer Technology Ventures Fund, 	<u>, L.P.</u>		_					

(Last) 5201 GREAT AME SUITE 270	(First) ERICA PARKWAY	(Middle)	
(Street) SANTA CLARA	CA	95054	
(City)	(State)	(Zip)	
1. Name and Address of <u>IP Fund One, L</u>			
(Last) 5201 GREAT AME SUIT 270	(First) ERICA PARKWAY	(Middle)	
(Street) SANTA CLARA	СА	95054	
(City)	(State)	(Zip)	
1. Name and Address of <u>iD6 Fund, L.P.</u>	of Reporting Person [*]		
(Last) 5201 GREAT AME SUITE 270	(First) ERICA PARKWAY	(Middle)	
(Street) SANTA CLARA	СА	95054	
(City)	(State)	(Zip)	
1. Name and Address of Reporting Person [*] Acer Technology Ventures America, LLC			
(Last) 5201 GREAT AME SUITE 270	(First) ERICA PARKWAY	(Middle)	
(Street) SANTA CLARA	CA	95054	
(City)	(State)	(Zip)	

Explanation of Responses:

1. The preferred stock is convertible at any time, at the holder's election, on a one-for-one basis and has no expiration date.

2. See "Notes to Footnote 2" in Exhibit 99.2

3. See "Notes to Footnote 3" in Exhibit 99.2

4. See "Notes to Footnote 4" in Exhibit 99.2

5. See "Notes to Footnote 5" in Exhibit 99.2

6. See "Notes to Footnote 6" in Exhibit 99.2

Remarks:

<u>(See signatures included in</u> <u>Exhibit 99.1)</u>	<u>11/08/2005</u>
<u>/s/ Glen D. Weinstein,</u> <u>Attorney-in-fact</u>	<u>11/08/2005</u>
** Signature of Reporting Person	Date

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

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Geoffrey P. Clear, Glen D. Weinstein and Gerald C. Kent, Jr., and any one of them acting singly, the true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities (until revoked in writing) to execute for and on behalf of the undersigned, in any and all of the undersigned's capacities, any and all statements on Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by iRobot Corporation (the "Company") in accordance with Sections 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the undersigned might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN

WITNESS WHEREOF, this Power of Attorney has been signed as of November 7, 2005.

Acer Technology Ventures Management, LLC

Signature: /s/ Ronald Chwang

Name: Ronald Chwang

Title: CEO and Partner

Acer Technology Ventures America, LLC

Signature: /s/ Ronald Chwang

Name: Ronald Chwang

Title: CEO and Partner

iD America 1, LLC

Signature: /s/ Ronald Chwang

Name: Ronald Chwang

Title: CEO and Partner

JOINT FILER INFORMATION

This statement on Form 3 is filed by Acer Technology Ventures Management, LLC, Acer Technology Ventures America, LLC, iD America 1, LLC, Acer Technology Ventures Fund, L.P., IP Fund One, L.P., and iD6 Fund, L.P. The principal business address of each of the reporting persons is 5201 Great America Parkway, Suite 270, Santa Clara, California 95054. The reporting persons disclaim beneficial ownership of the shares listed herein except to the extent of their pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

Designated Filer: Issuer and Ticker Symbol: Date of Event Requiring Statement: Acer Technology Ventures Management, LLC iRobot Corporation ("IRBT") November 8, 2005

ACER TECHNOLOGY VENTURES MANAGEMENT, LLC

By:	/s/ Glen D. Weinstein
Name:	Glen D. Weinstein
	Attorney-in-fact

ACER TECHNOLOGY VENTURES AMERICA, LLC

By:	/s/ Glen D. Weinstein
Name:	Glen D. Weinstein
	Attorney-in-fact

ID AMERICA 1, LLC

By: /s/ Glen D. Weinstein Name: Glen D. Weinstein

Attorney-in-fact

ACER TECHNOLOGY VENTURES FUND, L.P.

By:	Acer Technology Ventures Management, LLC, as General Partner
By:	/s/ Glen D. Weinstein
Name:	Glen D. Weinstein
	Attorney-in-fact
IP FUN	D ONE, L.P.
By:	Acer Technology Ventures America, LLC.,
5	as General Partner
By:	/s/ Glen D. Weinstein
Name:	Glen D. Weinstein
	Attorney-in-fact
ID6 FU	ND, L.P.
By:	iD America 1, LLC,
U	as General Partner
By:	/s/ Glen D. Weinstein
Name:	Glen D. Weinstein
r tunic.	

Notes to Footnote 2:

The following table sets forth the number of shares of Series A Preferred Stock held by the reporting persons. Consists of shares indirectly held by Acer Technology Ventures Management, LLC as general partner for Acer Technology Ventures Fund, L.P. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

Holder	Shares of Series A Preferred Stock held Directly by the Holder
Acer Technology Ventures Fund, L.P.	1,336,370
IP Fund One, L.P.	_
iD6 Fund, L.P.	—

Notes to Footnote 3:

The following table sets forth the number of shares of Series C Preferred Stock held by the reporting persons. Consists of shares indirectly held by Acer Technology Ventures Management, LLC as general partner for Acer Technology Ventures Fund, L.P. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

Holder	Shares of Series C Preferred Stock held Directly by the Holder
Acer Technology Ventures Fund, L.P.	400,909
IP Fund One, L.P.	_
iD6 Fund, L.P.	—

Notes to Footnote 4:

The following table sets forth the number of shares of Series D Preferred Stock held by the reporting persons. Consists of shares indirectly held by Acer Technology Ventures America, LLC as general partner for IP Fund One, L.P. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

17 J J	Shares of Series D Preferred Stock
Holder	held Directly by the Holder
Acer Technology Ventures Fund, L.P.	_
IP Fund One, L.P.	295,975
iD6 Fund, L.P.	

Notes to Footnote 5:

The following table sets forth the number of shares of Series E Preferred Stock held by the reporting persons. Consists of shares indirectly held by Acer Technology Ventures America, LLC as general partner for IP Fund One, L.P. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

Holder	Shares of Series E Preferred Stock held Directly by the Holder
Acer Technology Ventures Fund, L.P.	—
IP Fund One, L.P.	407,726
iD6 Fund, L.P.	—

Notes to Footnote 6:

The following table sets forth the number of shares of Series F Preferred Stock held by the reporting persons. Consists of shares indirectly held by Acer Technology Ventures America, LLC as general partner for IP Fund One, L.P., and iD America 1, LLC as general partner of iD6 Fund, L.P. The reporting persons disclaim beneficial ownership of such securities except to the extent of their pecuniary interest, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

Holder	Shares of Series F Preferred Stock held <i>Directly</i> by the Holder
Acer Technology Ventures Fund, L.P.	—
IP Fund One, L.P.	114,719
iD6 Fund, L.P.	48,000