

IPG PHOTONICS CORP  
Form 4  
June 17, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
TA ASSOCIATES INC

2. Issuer Name and Ticker or Trading Symbol  
IPG PHOTONICS CORP [IPGP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
JOHN HANCOCK TOWER, 200  
CLARENDON ST, 56TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/17/2008

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

See General Remarks

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 06/17/2008                           |  | S <sup>(11)</sup>              | 20,839 (1) D \$ 19.5038   | 637,817   | I  | See Footnote 6 (6)                                    |
| Common Stock                    | 06/17/2008                           |  | S <sup>(11)</sup>              | 9,725 (2) D \$ 19.5038  | 297,814   | I  | See Footnote 7 (7)                                    |
| Common Stock                    | 06/17/2008                           |  | S <sup>(11)</sup>              | 9,015 (3) D \$ 19.5038  | 275,799   | I  | See Footnote 8 (8)                                    |
| Common Stock                    | 06/17/2008                           |  | S <sup>(11)</sup>              | 348 (4) D \$ 19.5038  | 10,762  | I  | See Footnote  |

|              |            |                   |     |                |   |    |         |        |   |   |
|--------------|------------|-------------------|-----|----------------|---|----|---------|--------|---|---|
| Common Stock | 06/17/2008 | S <sup>(11)</sup> | 610 | <sup>(5)</sup> | D | \$ | 19.5038 | 18,706 | I | 9 <sup>(9)</sup><br>See<br>Footnote<br>10 <sup>(10)</sup> |
|--------------|------------|-------------------|-----|----------------|---|----|---------|--------|---|---|

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

**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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Date (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                     |
|--|---------------|-----------|---------|---------------------|
|  | Director      | 10% Owner | Officer | Other               |
| TA ASSOCIATES INC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116    | X             |           |         | See General Remarks |
| TA IX LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116             |               |           |         | See General Remarks |
| TA ASSOCIATES IX LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST. 56TH FLOOR<br>BOSTON, MA 02116 |               |           |         | See General Remarks |
| TA ADVENT VIII LP<br>JOHN HANCOCK TOWER  |               |           |         | See General Remarks |

200 CLARENDON ST, 56TH FLOOR  
BOSTON, MA 02116

TA ASSOCIATES VIII LLC  
JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA / ATLANTIC & PACIFIC IV LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES AP IV LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA EXECUTIVES FUND LLC  
JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA INVESTORS LLC  
JOHN HANCOCK TOWER  
200 CLARENDON ST, 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

## Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer

06/17/2008

\_\_Signature of Reporting Person

Date

TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

\_\_Signature of Reporting Person

Date

TA/Advent VIII L.P., By TA Associates VIII LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

\_\_Signature of Reporting Person

Date

TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

06/17/2008

\_\_Signature of Reporting Person

Date

TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

\_\_Signature of Reporting Person

Date

TA Investors LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

\_\_Signature of Reporting Person

Date

TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/17/2008

