

XTENT INC
Form SC 13G
February 08, 2008

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

XTENT, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

984141 10 1

(CUSIP Number)

December 31, 2007

(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).

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CUSIP No. 984141 10 1

1. Names of Reporting Persons.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

Split Rock Partners, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
Not Applicable
3. SEC Use Only
4. Citizenship or Place of Organization
Minnesota corporation
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
2,615,135 (see Item 4) |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
2,615,135 (see Item 4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,615,135 (see Item 4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable
11. Percent of Class Represented by Amount in Row (9)
11.4%
12. Type of Reporting Person (See Instructions)
OO

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CUSIP No. 984141 10 1

1. Names of Reporting Persons.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

SPVC VI, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
Not Applicable
3. SEC Use Only
4. Citizenship or Place of Organization
Minnesota corporation
- | | | |
|---|----|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
2,615,135 (see Item 4) |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
2,615,135 (see Item 4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,615,135 (see Item 4)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
Not Applicable
11. Percent of Class Represented by Amount in Row (9)
11.4%
12. Type of Reporting Person (See Instructions)
OO

Item 1.

- (a) Name of Issuer
The name of the issuer is XTENT, Inc. (the Issuer).
- (b) Address of Issuer s Principal Executive Offices
The address of the principal executive offices of the Issuer is 125 Constitution Drive, Menlo Park, CA 94025.

Item 2.

- (a) Name of Person Filing
Split Rock Partners, LLC (Split Rock) and SPVC VI, LLC (SPVC VI). Split Rock and SPVC VI are collectively referred to herein as the Reporting Persons.
- (b) Address of Principal Business Office or, if none, Residence
The principal business address of each of the Reporting Persons is 10400 Viking Drive, Suite 550, Eden Prairie, MN 55344.
- (c) Citizenship
Each of the Reporting Persons is a Delaware limited liability company.
- (d) Title of Class of Securities
The class of equity securities to which this Statement relates is the common stock, par value \$0.001 per share, of the Issuer (the Common Stock).
- (e) CUSIP Number
The CUSIP number of the Common Stock is 984141 10 1.

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:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

SPVC VI is the record owner of 2,615,135 shares of Common Stock of the Issuer. Split Rock may be deemed to own beneficially 2,615,135 shares of Common Stock of the Issuer. SPVC VI is jointly managed by Split Rock and Vesbridge Partners, LLC; however, voting and investment power over the shares has been delegated solely to Split Rock. Split Rock has delegated all voting and investment power with respect to the shares to four individuals, who require a two-thirds vote to act.

(b) Percent of class:

Split Rock: 11.4%, and SPVC VI: 11.4%. The foregoing percentages are calculated based on the 22,924,374 shares of Common Stock represented to be outstanding by the Issuer on its most recently filed quarterly report on Form 10-Q for the quarter ended September 30, 2007.

(c) Number of shares as to which Split Rock has:

- (i) Sole power to vote or to direct the vote
- 0
- (ii) Shared power to vote or to direct the vote
- 2,615,135
- (iii) Sole power to dispose or to direct the disposition of
- 0
- (iv) Shared power to dispose or to direct the disposition of

(c) Number of shares as to which SPVC VI has:

- (i) Sole power to vote or to direct the vote
- 0
- (ii) Shared power to vote or to direct the vote
- 2,615,135
- (iii) Sole power to dispose or to direct the disposition of
- 0
- (iv) Shared power to dispose or to direct the disposition of
- 2,615,135

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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.

Date: February 8, 2008.

SPLIT ROCK PARTNERS, LLC

By: /s/ Steven L.P. Schwen
Steven L.P. Schwen
Its: Chief Financial Officer

SPVC VI, LLC

By: SPVC Management VI, LLC
By: /s/ Steven L.P. Schwen
Steven L.P. Schwen
Its: Chief Financial Officer