### Edgar Filing: MONOLITHIC POWER SYSTEMS INC - Form 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

2. Issuer Name and Ticker or Trading

#### MONOLITHIC POWER SYSTEMS INC

Form 4

November 29, 2004

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Jones Jim 3	ı III		Symbol MONC		POWER SY	C		ssuer (Check	all applicable)	)	
(Last) (First) (Middle) 950 TOWER LANE, SUITE 700			3. Date of Earliest Transaction (Month/Day/Year) 11/24/2004				_	X Director 10% Owner Officer (give title Other (specify below)			
F			4. If Amendment, Date Original Filed(Month/Day/Year)				A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
FOSTER CITY, CA 94404								Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Se	curitie	es Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			Code (Instr. 8)	(A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/24/2004			Code V	Amount 2,798,185	(D)	Price \$ 0 (1)	2,798,185	I	see footnote	
Common Stock	11/24/2004			S	500,000	D	\$ 7.905	2,298,185	I	see footnote (2)	

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SEC 1474 (9-02)

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# 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 or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series D Convertible Preferred Stock	\$ 0 (1)	11/24/2004		C		2,798,185	(3)	(3)	Common Stock	2,798,

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
.t g	Director	10% Owner	Officer	Other			
Jones Jim J III 950 TOWER LANE, SUITE 700 FOSTER CITY, CA 94404	X						
Ciam atuma a							

## **Signatures**

Reporting Person

/s/ Jim J. Jones
III 11/24/2004

\*\*Signature of Date

### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Each share of Series D Convertible Preferred Stock automatically converted into one share of Common Stock upon the consummation of Monolithic's inital public offering on November 24, 2004.
  - Represents shares of Series D Convertible Preferred Stock owned by BAVP, LP. The voting and disposition of these shares held by BAVP, LP is determined by BA Venture Partners VI, LLC, the ultimate general partner of BAVP, LP. Such decisions by BA Venture
- Partners VI, LLC are, in turn, determined by a majority-in-interest of its five managing members: Kate Mitchell, Lou Bock, Mark Brooks, John Dougery and Rory O'Driscoll. Jim Jones is one of the members of BA Venture Partners VI, LLC and as such has a pecuniary interest in a portion of these shares, but has no voting or investment power with respect to such shares. Mr. Jones disclaims beneficial ownership of these shares, except to the extent of his proportionate pecuniary interest therein.
- (3) The shares of Series D Convertible Preferred Stock are immediately exercisable and do not have an expiration date.

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.

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