

IPG PHOTONICS CORP  
Form 4  
May 23, 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)  
05/21/2008

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	05/21/2008		S <sup>(11)</sup>	3,239 (1) D \$ 19.9556	915,978	I	See Footnote 6 (6)
Common Stock	05/21/2008		S <sup>(11)</sup>	1,512 (2) D \$ 19.9556	427,692	I	See Footnote 7 (7)
Common Stock	05/21/2008		S <sup>(11)</sup>	1,400 (3) D \$ 19.9556	396,090	I	See Footnote 8 (8)
Common Stock	05/21/2008		S <sup>(11)</sup>	54 (4) D \$ 19.9556	15,449	I	See Footnote

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Common Stock	05/21/2008	S <sup>(11)</sup>	95 <sup>(5)</sup>	D	\$ 19,9556	26,857	I	9 <sup>(9)</sup> See Footnote 10 <sup>(10)</sup>
Common Stock	05/22/2008	S <sup>(11)</sup>	20,560 <sup>(1)</sup>	D	\$ 19.8111	895,418	I	See Footnote 6 <sup>(6)</sup>
Common Stock	05/22/2008	S <sup>(11)</sup>	9,600 <sup>(2)</sup>	D	\$ 19.8111	418,092	I	See Footnote 7 <sup>(7)</sup>
Common Stock	05/22/2008	S <sup>(11)</sup>	8,888 <sup>(3)</sup>	D	\$ 19.8111	387,202	I	See Footnote 8 <sup>(8)</sup>
Common Stock	05/22/2008	S <sup>(11)</sup>	348 <sup>(4)</sup>	D	\$ 19.8111	15,101	I	See Footnote 9 <sup>(9)</sup>
Common Stock	05/22/2008	S <sup>(11)</sup>	604 <sup>(5)</sup>	D	\$ 19.8111	26,253	I	See Footnote 10 <sup>(10)</sup>
Common Stock	05/23/2008	S <sup>(11)</sup>	25,700 <sup>(1)</sup>	D	\$ 19.3811	869,718	I	See Footnote 6 <sup>(6)</sup>
Common Stock	05/23/2008	S <sup>(11)</sup>	12,000 <sup>(2)</sup>	D	\$ 19.3811	406,092	I	See Footnote 7 <sup>(7)</sup>
Common Stock	05/23/2008	S <sup>(11)</sup>	11,110 <sup>(3)</sup>	D	\$ 19.3811	376,092	I	See Footnote 8 <sup>(8)</sup>
Common Stock	05/23/2008	S <sup>(11)</sup>	435 <sup>(4)</sup>	D	\$ 19.3811	14,666	I	See Footnote 9 <sup>(9)</sup>
Common Stock	05/23/2008	S <sup>(11)</sup>	755 <sup>(5)</sup>	D	\$ 19.3811	25,498	I	See Footnote 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)

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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 Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other				
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X							See General Remarks
TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116								See General Remarks
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116								See General Remarks
TA ADVENT VIII LP JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116								See General Remarks
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								See General Remarks

BOSTON, MA 02116

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	05/23/2008
**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	05/23/2008
**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	05/23/2008
**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	05/23/2008
**Signature of Reporting Person	Date
TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA Investors LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	Date
TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	05/23/2008
**Signature of Reporting Person	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) These securities were sold solely by TA IX L.P.
- (2) These securities were sold solely by TA/Advent VIII L.P.

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- (3) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
- (4) These securities were sold solely by TA Executives Fund LLC.
- (5) These securities were sold solely by TA Investors LLC.  
These securities are owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P. Each of TA Associates, Inc. and TA Associates IX LLC may be deemed to have a beneficial interest in shares held by TA IX L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (6) These securities are owned solely by TA/Advent VIII L.P. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. Each of TA Associates, Inc. and TA Associates VIII LLC may be deemed to have a beneficial interest in shares held by TA/Advent VIII L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (7) These securities are owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P. Each of TA Associates, Inc. and TA Associates AP IV L.P. may be deemed to have a beneficial interest in shares held by TA/Atlantic and Pacific IV L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (8) These securities are owned solely by TA Executives Fund LLC. TA Associates, Inc. is the Manager of TA Executives Fund LLC. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Executives Fund LLC and disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (9) These securities are owned solely by TA Investors LLC. TA Associates, Inc. is the Manager of TA Investors LLC. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors LLC and disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
- (10) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by TA Associates, Inc. on December 14, 2007 and amended on March 14, 2008.
- (11)

### Remarks:

The Reporting Persons have a representative on the Issuer's board of Directors. Michael Child currently serves as the Reporting Person.

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.