

DAMORE RICHARD A  
Form 3  
September 23, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â NBVM GP, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O NORTH BRIDGE VENTURE PARTNERS,Â 950 WINTER STREET, SUITE 4600</p> <p>(Street)</p> <p>WALTHAM,Â MAÂ 02451</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/23/2009</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>A123 SYSTEMS, INC. [AONE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X_ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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				Shares		or Indirect (1) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,006,191 (2)	\$ (1)	D	Â
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	493,809 (3)	\$ (1)	D	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	647,267 (2)	\$ (1)	D	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	317,252 (3)	\$ (1)	D	Â
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	741,268 (2)	\$ (1)	D	Â
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	363,324 (3)	\$ (1)	D	Â
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	594,302 (2)	\$ (1)	D	Â
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	291,291 (3)	\$ (1)	D	Â
Series F Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	510,840 (2)	\$ (1)	D	Â
Series F Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	250,383 (3)	\$ (1)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NBVM GP, LLC C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	Â	Â X	Â	Â
NORTH BRIDGE VENTURE PARTNERS V A LP C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	Â	Â X	Â	Â
NORTH BRIDGE VENTURE PARTNERS V-B LP C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451	Â	Â X	Â	Â
North Bridge Venture Management V, L.P. C/O NORTH BRIDGE VENTURE PARTNERS	Â	Â X	Â	Â

950 WINTER STREET, SUITE 4600  
WALTHAM, MA 02451

ANDERSON EDWARD T  
C/O NORTH BRIDGE VENTURE PARTNERS                                              
950 WINTER STREET, SUITE 4600  
WALTHAM, MA 02451

DAMORE RICHARD A  
C/O NORTH BRIDGE VENTURE PARTNERS                                              
950 WINTER STREET, SUITE 4600  
WALTHAM, MA 02451

## Signatures

NBVM GP, LLC /s/ Edward T. Anderson, Manager	09/23/2009
__Signature of Reporting Person	Date
North Bridge Venture Partners V-A, L.P. By: North Bridge Venture Management V, L.P., its General Partner; By: NBVM GP, LLC, its General Partner; /s/ Edward T. Anderson; Manager	09/23/2009
__Signature of Reporting Person	Date
North Bridge Venture Partners V-B, L.P. By: North Bridge Venture Management V, L.P., its General Partner; By: NBVM GP LLC, its General Partner; /s/ Edward T. Anderson, Manager	09/23/2009
__Signature of Reporting Person	Date
North Bridge Venture Management V, L.P. By: NBVM GP, LLC, its General Partner; /s/ Edward T. Anderson; Manager	09/23/2009
__Signature of Reporting Person	Date
/s/ Edward T. Anderson	09/23/2009
__Signature of Reporting Person	Date
/s/ Richard A. D'Amore	09/23/2009
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* 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).
- (1) Each share of preferred stock represented herein is immediately convertible and will automatically convert upon the closing of the issuer's initial public offering into one share of common stock of the issuer, and has no expiration date.  
  
Represents securities held of record by North Bridge Venture Partners V-A, L.P., or NBVP V-A. NBVM GP, LLC, or NVBM, the sole general partner of North Bridge Venture Management V, L.P., which is the sole general partner of NBVP V-A, has sole voting and
- (2) dispositive power over these shares. The managers of NVBM having shared voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.  
  
Represents securities held of record by North Bridge Venture Partners V-B, L.P., or NBVP V-B. NBVM GP, LLC, or NVBM, the sole general partner of North Bridge Venture Management V, L.P., which is the sole general partner of NBVP V-B, has sole voting and
- (3) dispositive power over these shares. The managers of NVBM having shared voting and dispositive power over these shares are Edward T. Anderson and Richard A. D'Amore, each of whom disclaims beneficial ownership of such shares except to the extent of their pecuniary interest.

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.