

NORTH BRIDGE VENTURE PARTNERS IV B LP
 Form 3
 September 23, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

Edgar Filing: NORTH BRIDGE VENTURE PARTNERS IV B LP - Form 3

				Shares		or Indirect (1) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,016,570 (2)	\$ (1)	D	Â
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	483,430 (3)	\$ (1)	D	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	654,309 (2)	\$ (1)	D	Â
Series B Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	310,209 (3)	\$ (1)	D	Â
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	321,142 (2)	\$ (1)	D	Â
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	152,254 (3)	\$ (1)	D	Â
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	257,472 (2)	\$ (1)	D	Â
Series D Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	122,068 (3)	\$ (1)	D	Â
Series F Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	221,313 (2)	\$ (1)	D	Â
Series F Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	104,925 (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 IV 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 IV 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 IV, L.P. C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600	Â	Â X	Â	Â

WALTHAM, MA 02451

ANDERSON EDWARD T

C/O NORTH BRIDGE VENTURE PARTNERS

950 WINTER STREET, SUITE 4600

WALTHAM, MA 02451

^ ^ X ^ ^

DAMORE RICHARD A

C/O NORTH BRIDGE VENTURE PARTNERS

950 WINTER STREET, SUITE 4600

WALTHAM, MA 02451

^ ^ X ^ ^

Signatures

NBVM GP, LLC /s/ Edward T. Anderson, Manager

09/23/2009

__Signature of Reporting Person

Date

North Bridge Venture Partners IV-A, L.P. By: North Bridge Venture Management IV, 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 IV-B, L.P. By: North Bridge Venture Management IV, 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 IV, 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 IV-A, L.P., or NBVP IV-A. NBVM GP, LLC, or NVBM, the sole general partner of North Bridge Venture Management IV, L.P., which is the sole general partner of NBVP IV-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 IV-B, L.P., or NBVP IV-B. NBVM GP, LLC, or NVBM, the sole general partner of North Bridge Venture Management IV, L.P., which is the sole general partner of NBVP IV-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.