

DAMORE RICHARD A
Form 4
October 01, 2009

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 *
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. Issuer Name and Ticker or Trading Symbol
A123 SYSTEMS, INC. [AONE]

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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)
Common Stock	09/29/2009		C	V	Amount 3,499,868 (A) or (D) Price (1)	3,499,868 (2)	D
Common Stock	09/29/2009		C	V	Amount 1,716,059 (A) or (D) Price (1)	1,716,059 (3)	D

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

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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 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 A Convertible Preferred Stock	(1)	09/29/2009		C	1,006,191	(1) (1)	Common Stock 1,006, (2)
Series A Convertible Preferred Stock	(1)	09/29/2009		C	493,809	(1) (1)	Common Stock 493,8 (3)
Series B Convertible Preferred Stock	(1)	09/29/2009		C	647,267	(1) (1)	Common Stock 647,2 (2)
Series B Convertible Preferred Stock	(1)	09/29/2009		C	317,252	(1) (1)	Common Stock 317,2 (3)
Series C Convertible Preferred Stock	(1)	09/29/2009		C	741,268	(1) (1)	Common Stock 741,2 (2)
Series C Convertible Preferred Stock	(1)	09/29/2009		C	363,324	(1) (1)	Common Stock 363,3 (3)
Series D Convertible Preferred Stock	(1)	09/29/2009		C	594,302	(1) (1)	Common Stock 594,3 (2)
Series D Convertible Preferred Stock	(1)	09/29/2009		C	291,291	(1) (1)	Common Stock 291,2 (3)
Series F Convertible Preferred Stock	(1)	09/29/2009		C	510,840	(1) (1)	Common Stock 510,8 (2)

Series F Convertible Preferred Stock	(1)	09/29/2009	C	250,383	(1)	(1)	Common Stock	250,3 (3)
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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		X		
NORTH BRIDGE VENTURE PARTNERS V A LP C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451		X		
NORTH BRIDGE VENTURE PARTNERS V-B LP C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451		X		
North Bridge Venture Management V, L.P. C/O NORTH BRIDGE VENTURE PARTNERS 950 WINTER STREET, SUITE 4600 WALTHAM, MA 02451		X		
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	10/01/2009
**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	10/01/2009
**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	10/01/2009
**Signature of Reporting Person	Date

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North Bridge Venture Management V, L.P. By: NBVM GP, LLC, its General Partner; /s/
Edward T. Anderson; Manager

10/01/2009

__Signature of Reporting Person

Date

/s/ Edward T. Anderson

10/01/2009

__Signature of Reporting Person

Date

/s/ Richard A. D'Amore

10/01/2009

__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) Each share of preferred stock represented herein automatically converted into one share of common stock of the issuer upon the closing of the issuer's initial public offering on September 29, 2009 without further payment of consideration.

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 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, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (2) 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 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, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
- (3) 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 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, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.