

HOUSATONIC EQUITY INVESTORS LP/MA
Form SC 13G/A
February 13, 2009

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)¹

LeMaitre Vascular, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

525558 20 1

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d - 1(b)
 - Rule 13d - 1(c)
 - Rule 13d - 1(d)
-

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but

shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Housatonic Equity Investors, L.P.
I.R.S. Identification No. 04-3404096

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER	0
NUMBER OF SHARES	6	SHARED VOTING POWER	1,407,759
BENEFICIALLY OWNED BY EACH	7	SOLE DISPOSITIVE POWER	0
REPORTING PERSON WITH	8	SHARED DISPOSITIVE POWER	1,407,759

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,407,759

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Housatonic Equity Partners I, LLC
I.R.S. Identification No. 04-3452364

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	1,407,759
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,407,759

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,407,759

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William N. Thorndike, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	1,407,759
	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,407,759

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,407,759

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Barry D. Reynolds

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	0
NUMBER OF SHARES	6	SHARED VOTING POWER	1,407,759
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,407,759

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,407,759

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Michael C. Jackson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	0
NUMBER OF SHARES	6	SHARED VOTING POWER	1,407,759
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,407,759

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,407,759

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Eliot Wadsworth II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	0
NUMBER OF SHARES	6	SHARED VOTING POWER	1,407,759
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE POWER	0
	8	SHARED DISPOSITIVE POWER	1,407,759

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,407,759

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.0%

12 TYPE OF REPORTING PERSON (See Instructions)

IN

ItemName of Issuer:

1

(a).

LeMaitre Vascular, Inc.

ItemAddress of Issuer's Principal Executive Offices:

1

(b).

63 Second Avenue, Burlington, Massachusetts 01803

ItemName of Persons Filing:

2

(a).

(1) Housatonic Equity Investors, L.P.; (2) Housatonic Equity Partners I, LLC (the sole general partner of Housatonic Equity Investors, L.P.); and (3) William N. Thorndike, Jr., Barry D. Reynolds, Michael C. Jackson and Eliot Wadsworth II (the managing members of Housatonic Equity Partners I, LLC). The persons named in this paragraph are referred to individually herein as a "Reporting Person" and collectively as the "Reporting Persons."

ItemAddress of Principal Business Office or, if None, Residence:

2

(b).

The address of the principal business office of each of the Reporting Persons is 44 Montgomery Street, Suite 4010, San Francisco, CA 94104.

ItemCitizenship:

2

(c).

Housatonic Equity Investors, L.P. is a limited partnership organized under the laws of the State of Delaware. Housatonic Equity Partners I, LLC is a limited liability company organized under the laws of The Commonwealth of Massachusetts. Each of William N. Thorndike, Jr., Barry D. Reynolds, Michael C. Jackson and Eliot Wadsworth II is a United States citizen.

ItemTitle of Class of Securities:

2

(d).

Common Stock, \$0.01 par value per share

ItemCUSIP Number

2

(e).

525558 20 1

If This Statement is Filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Filing Person is a:

Item

3.

- (a) o Broker or dealer registered under Section 15 of the Exchange Act.
- (b) o Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) o Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) o Investment company registered under Section 8 of the Investment Company Act.

Page 8 of 12 pages

- (e) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Not applicable.

Item Ownership:

4.

(a) Amount Beneficially Owned:

As of December 31, 2008, Housatonic Equity Investors, L.P. was the record holder of 1,391,314 shares of Common Stock and 16,445 shares of Common Stock issuable pursuant to options currently exercisable or exercisable within 60 days of December 31, 2008 (such shares of Common Stock to be referred to collectively as the "Record Shares").

By virtue of its affiliate relationship with Housatonic Equity Investors, L.P., Housatonic Equity Partners I, LLC may be deemed to own beneficially all of the Record Shares. In their capacities as individual managing members of Housatonic Equity Partners I, LLC, William N. Thorndike, Jr., Barry D. Reynolds, Michael C. Jackson and Eliot Wadsworth II may be deemed to own beneficially all of the Record Shares.

Each of the Reporting Persons expressly disclaims beneficial ownership, except any shares or options held directly of record and any shares or options to the extent of any pecuniary interest therein.

(b) Percent of Class:

Each Reporting Person: 9.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

0 shares for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

1,407,759 shares for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of
0 shares for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of
1,407,759 shares for each Reporting Person.

ItemOwnership of Five Percent or Less of a Class:

5.

Not applicable.

ItemOwnership of More than Five Percent On Behalf of Another Person:

6.

Not applicable.

ItemIdentification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent

7. Holding Company:

Not applicable.

ItemIdentification and Classification of Members of the Group:

8.

Not applicable. The Reporting Persons expressly disclaim membership in a "group" as defined in Rule 13d-1(b)(ii)(J).

ItemNotice of Dissolution of Group:

9.

Not applicable.

ItemCertification:

10.

Not applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: January 30, 2009

HOUSATONIC EQUITY INVESTORS, L.P.

By: Housatonic Equity Partners I, LLC

By: /s/ William N. Thorndike, Jr.
Name: William N. Thorndike, Jr.
Title: Managing Director

HOUSATONIC EQUITY PARTNERS I, LLC

By: /s/ William N. Thorndike, Jr.
Name: William N. Thorndike, Jr.
Title: Managing Director

/s/ William N. Thorndike, Jr.
William N. Thorndike, Jr.

/s/ Barry D. Reynolds
Barry D. Reynolds

/s/ Michael S. Jackson
Michael C. Jackson

/s/ Eliot Wadsworth II
Eliot Wadsworth II

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of LeMaitre Vascular, Inc.

EXECUTED on this 30th day of January, 2009.

HOUSATONIC EQUITY INVESTORS, L.P.

By: Housatonic Equity Partners I, LLC

By: /s/ William N. Thorndike, Jr.

Name: William N. Thorndike, Jr.

Title: Managing Director

HOUSATONIC EQUITY PARTNERS I, LLC

By: /s/ William N. Thorndike, Jr.

Name: William N. Thorndike, Jr.

Title: Managing Director

/s/ William N. Thorndike, Jr.

William N. Thorndike, Jr.

/s/ Barry D. Reynolds

Barry D. Reynolds

/s/ Michael C. Jackson

Michael C. Jackson

/s/ Eliot Wadsworth II

Eliot Wadsworth II

