SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Radius Venture Partners III, LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001402970)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 250 PARK AVENUE, SUITE 1102 |  |
|  |  |  |  |
| (Street) |  |  |
|  | NEW YORK | NY | 10177 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| 2. | Issuer Name **and** Ticker or Trading Symbol | 5. | Relationship of Reporting Person(s) to Issuer |  |
|  | [TACTILE SYSTEMS TECHNOLOGY INC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001027838) | (Check all applicable) | X |  |  |
|  | [[ TCMD ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001027838) |  |  | Director | 10% Owner |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  | Officer (give title |  | Other (specify |  |
|  |  |  |  |  | below) |  | below) |  |
| 3. | Date of Earliest Transaction (Month/Day/Year) |  |  |  |
|  |  |  |  |  |
| 08/02/2016 |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 4. | If Amendment, Date of Original Filed (Month/Day/Year) | 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** | **2A. Deemed** | **3.** |  | **4. Securities Acquired (A) or** |  | **5. Amount of** | **6. Ownership** | **7. Nature of** |  |
|  |  |  |  |  |  | **Date** |  |  |  | **Execution Date,** |  | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and 5)** |  | **Securities** |  | **Form: Direct** | **Indirect** |  |
|  |  |  |  |  |  | **(Month/Day/Year)** | **if any** |  | **Code (Instr.** |  |  |  |  |  |  | **Beneficially** | **(D) or Indirect** | **Beneficial** |  |
|  |  |  |  |  |  |  |  |  |  | **(Month/Day/Year) 8)** |  |  |  |  |  |  |  | **Owned Following** | **(I) (Instr. 4)** | **Ownership** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | **Code V** |  | **Amount** | **(A) or** | **Price** |  | **Transaction(s)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Radius |  |
|  | Common Stock |  | 08/02/2016 |  |  |  |  | C |  | 150,767 | A | (1) |  | 150,767 |  | I | Venture |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Partners |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | III, LP(3) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Radius |  |
|  | Common Stock |  | 08/02/2016 |  |  |  |  | C |  | 1,644,046 | A | (1) |  | 1,644,046 |  | I | Venture |  |
|  |  |  |  |  |  |  |  |  | Partners |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | III QP, |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LP(4) |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Radius |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Venture |  |
|  | Common Stock |  | 08/02/2016 |  |  |  |  | C |  | 206,478 | A | (1) |  | 206,478 |  | I | Partners |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | III |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | (Ohio) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LP(5) |  |
|  | Common Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 5,000(6) |  | D(6) |  |  |  |  |
|  |  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** |  |  | **5. Number of** | **6. Date Exercisable and** | **7. Title and Amount** | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **Derivative** | **Expiration Date** |  | **of Securities** | **Derivative** | **derivative** |  | **Ownership of Indirect** |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Securities** | **(Month/Day/Year)** | **Underlying** |  |  | **Security** | **Securities** |  | **Form:** | **Beneficial** |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** |  |  | **Acquired (A)** |  |  |  |  | **Derivative Security** | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |  |
|  |  |  | **Derivative** |  |  |  |  |  |  | **or Disposed** |  |  |  |  | **(Instr. 3 and 4)** |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** |  |
|  |  |  | **Security** |  |  |  |  |  |  | **of (D) (Instr.** |  |  |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **3, 4 and 5)** |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount** |  |  | **(Instr. 4)** |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **or** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  | **Date** | **Expiration** |  |  | **Number** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title** |  | **of Shares** |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series B |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Radius |  |
|  | (1) |  |  |  |  |  |  |  | (1) |  | (2) | Common | 87,123 |  | (1) |  |  |  | Venture |  |
|  | Preferred | 08/02/2016 |  |  | C | 87,123 |  |  | 0 |  | I |  |
|  |  |  |  | Stock |  |  |  | Partners |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | III, LP(3) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series B |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Radius |  |
|  | (1) |  |  |  |  |  |  |  | (1) |  | (2) | Common | 950,027 |  | (1) |  |  |  | Venture |  |
|  | Preferred | 08/02/2016 |  |  | C | 950,027 |  |  | 0 |  | I |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  | Partners III |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | QP, LP(4) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Radius |  |
|  | Series B |  |  |  |  |  |  |  |  |  |  |  |  | Common | 119,316 |  |  |  |  |  |  | Venture |  |
|  | Preferred | (1) | 08/02/2016 |  |  | C | 119,316 | (1) |  | (2) |  | (1) | 0 |  | I | Partners III |  |
|  | Stock |  |  |  |  |  |  |  |  |  |  |  |  | Stock |  |  |  |  |  |  |  |  | (Ohio) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LP(5) |  |
|  | 1. Name and Address of Reporting Person\* |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | [Radius Venture Partners III, LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001402970) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) |  | (First) |  | (Middle) |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |



250 PARK AVENUE, SUITE 1102



|  |  |  |
| --- | --- | --- |
| (Street) |  |  |
|  | NEW YORK | NY | 10177 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

1. Name and Address of Reporting Person\*

[RADIUS VENTURE PARTNERS III L P](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001386468)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 250 PARK AVENUE, SUITE 1102 |  |
|  |  |  |  |
| (Street) |  |  |
|  | NEW YORK | NY | 10177 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

1. Name and Address of Reporting Person\*

[Radius Venture Partners III QP, L.P.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001402778)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 250 PARK AVENUE, SUITE 1102 |  |
|  |  |  |  |
| (Street) |  |  |
|  | NEW YORK | NY | 10177 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

1. Name and Address of Reporting Person\*

[Radius Venture Partners III (OHIO), LP](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001654645)

|  |  |  |  |
| --- | --- | --- | --- |
|  | (Last) | (First) | (Middle) |
|  | 250 PARK AVENUE, SUITE 1102 |  |  |
|  |  |  |  |  |  |
| (Street) |  |  |  |  |
|  | NEW YORK | NY | 10177 |  |
|  |  |  |  |  |  |
|  | (City) | (State) | (Zip) |
|  |  |  |  |  |
| 1. Name and Address of Reporting Person\* |  |  |
|  | [Davis Jordan](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001328592) |  |  |  |  |
|  |  |  |  |  |  |
|  | (Last) | (First) | (Middle) |
|  | 250 PARK AVENUE, SUITE 1102 |  |  |
|  |  |  |  |  |  |
| (Street) |  |  |  |  |
|  | NEW YORK | NY | 10177 |  |
|  |  |  |  |  |  |
|  | (City) | (State) | (Zip) |
|  |  |  |  |  |
| 1. Name and Address of Reporting Person\* |  |  |
|  | [LUBIN DANIEL C](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001335280) |  |  |
|  |  |  |  |  |  |
|  | (Last) | (First) | (Middle) |
|  | 250 PARK AVENUE, SUITE 1102 |  |  |
|  |  |  |  |  |  |
| (Street) |  |  |  |  |
|  | NEW YORK | NY | 10177 |  |
|  |  |  |  |  |  |
|  | (City) | (State) | (Zip) |

**Explanation of Responses:**

1. Each share of Series B Preferred Stock was convertible at any time at the option of the holder, and converted automatically into shares of the Issuer's Common Stock on a one-for one basis in connection with the closing of the Issuer's initial public offering. In addition, the holder was entitled to receive additional shares of common stock equal to the original purchase price per share ($3.8048) divided by the price to the public of the shares of common stock issued in the Issuer's initial public offering and these shares accrued a dividend that was payable-in-kind in shares of the Issuer's common stock.
2. The securities did not have an expiration date. The securities converted automatically into shares of the Issuer's Common Stock on a one-for-one basis in connection with the closing of the Issuer's initial public offering.
3. These securities are held directly by Radius Venture Partners III, L.P. and indirectly by Radius Venture Partners III, LLC, the general partner of Radius Venture Partners III, L.P., Jordan S. Davis, a director of Issuer, and managing member of Radius Venture Partners III, LLC and Daniel C. Lubin, managing member of Radius Venture Partners III, LLC. Each of Radius Venture Partners III, LLC, Mr. Davis and Mr. Lubin may be deemed to beneficially own such securities, and disclaims such beneficial ownership except to the extent of its or his pecuniary interest therein.
4. These securities are held directly by Radius Venture Partners III QP, L.P. and indirectly by Radius Venture Partners III, LLC, the general partner of Radius Venture Partners III QP, L.P., Jordan S. Davis, a director of Issuer and managing member of Radius Venture Partners III, LLC, and Daniel C. Lubin, managing member of Radius Venture Partners III, LLC. Each of Radius Venture Partners III, LLC, Mr. Davis and Mr. Lubin may be deemed to beneficially own such securities, and disclaims such beneficial ownership except to the extent of its or his pecuniary interest therein.
5. These securities are held directly by Radius Venture Partners III (Ohio), L.P. and indirectly by Radius Venture Partners III, LLC, the general partner of Radius Venture Partners III (Ohio), L.P., Jordan S. Davis, a director of Issuer, and managing member of Radius Venture Partners III, LLC and Daniel C. Lubin, managing member of Radius Venture Partners III, LLC. Each of Radius Venture Partners III, LLC, Mr. Davis and Mr. Lubin may be deemed to beneficially own such securities, and disclaims such beneficial ownership except to the extent of its or his pecuniary interest therein.

1. Represents 5,000 restricted stock units granted to Jordan Davis, a director of Issuer, subject to vesting in full on the earlier of (a) July 27, 2017 or (b) immediately prior to the next annual meeting of stockholders following July 27, 2016, subject to his continued service as a director as of such date. The restricted stock units may only be settled in shares of common stock on a one-for-one basis.

/s/ Jordan Davis and Daniel



Lubin, each, individually, and



as Managing Member of Radius



Venture Partners III, LLC



\*\* Signature of Reporting Person

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

08/04/2016



Date

**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 Number.**