

CARDIONET INC
Form 3
March 18, 2008

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 MIDDLETON FRED A</p> <p>(Last) (First) (Middle)</p> <p>400 SOUTH EL CAMINO REAL,Â SUITE 1200</p> <p>(Street)</p> <p>SAN MATEO,Â CAÂ 94402</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/18/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CARDIONET INC [BEAT]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> 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><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)

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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 Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	170	\$ (1)	I	See footnotes (4)
Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	707	\$ (1)	I	See footnotes (5)
Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	191	\$ (1)	I	See footnotes (6)
Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,165	\$ (1)	I	See footnotes (7)
Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,749	\$ (1)	I	See footnotes (8)
Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	23	\$ (1)	I	See footnotes (9)
Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	50	\$ (1)	I	See footnotes (10)
Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	92	\$ (1)	I	See footnotes (11)
Mandatorily Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	109	\$ (1)	I	See footnotes (12)
Warrants to Purchase Series D-1 Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	27,844	\$ 3.5	I	See footnotes (4)
Warrants to Purchase Series D-1 Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	116,019	\$ 3.5	I	See footnotes (5)
Warrants to Purchase Series D-1 Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	31,293	\$ 3.5	I	See footnotes (6)
Warrants to Purchase Series D-1 Convertible Preferred Stock	Â (2)	Â (3)	Common Stock	191,369	\$ 3.5	I	See footnotes (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIDDLETON FRED A 400 SOUTH EL CAMINO REAL SUITE 1200 SAN MATEO, CA 94402	Â X	Â X	Â	Â

Signatures

/s/ Fred A.
Middleton

03/17/2008

**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) Mandatorily Convertible Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of one share of Mandatorily Convertible Preferred Stock for every 66.88 shares of Common Stock, for no additional consideration.
- (2) Warrants became exercisable on March 8, 2007.
- (3) Warrants to purchase Series D-1 Convertible Preferred will be automatically net exercised immediately prior to the closing of the Issuer's initial public offering. Series D-1 Preferred Stock has no expiration date and is convertible at any time at the option of the holder and will automatically convert upon the closing of the Issuer's initial public offering, at a conversion ratio of one share of Common Stock for every two shares of Series D-1 Preferred Stock, for no additional consideration.
- (4) By Sanderling V Beteiligungs GmbH & Co KG. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil & Mills Associates V, LLC the sole general partner of Sanderling V Beteiligungs GmbH & Co KG and has voting and investment power over the shares held by Sanderling V Beteiligungs GmbH & Co KG. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (5) By Sanderling V Biomedical Co-Investment Fund L.P. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil & Mills Associates V, LLC the sole general partner of Sanderling V Biomedical Co-Investment Fund L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (6) By Sanderling V Limited Partnership. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil & Mills Associates V, LLC the sole general partner of Sanderling V Limited Partnership and has voting and investment power over the shares held by Sanderling V Limited Partnership. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (7) By Sanderling Venture Partners V Co-Investment Fund, L.P. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil & Mills Associates V, LLC the sole general partner of Sanderling Venture Partners V Co-Investment Fund, L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (8) By Sanderling Venture Partners VI Co-Investment Fund, L.P. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil, Mills & Associates VI, LLC the sole general partner of Sanderling Venture Partners VI Co-Investment Fund, L.P. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (9) By Sanderling Ventures Management V. Fred Middleton, a member of the Issuer's board of directors is an owner of Sanderling Ventures Management V and has voting and investment power over the shares held by Sanderling Ventures Management V. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (10) By Sanderling Ventures Management VI. Fred Middleton, a member of the Issuer's board of directors is an owner of Sanderling Ventures Management VI and has voting and investment power over the shares held by Sanderling Ventures Management VI. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (11) By Sanderling VI Beteiligungs GmbH & Co KG. Fred Middleton, a member of the Issuer's board of directors is a managing director of Middleton, McNeil, Mills & Associates VI, LLC the sole general partner of Sanderling VI Beteiligungs GmbH & Co KG and has voting and investment power over the shares held by Sanderling VI Beteiligungs GmbH & Co KG. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (12) By Sanderling VI Limited Partnership. Fred Middleton, a member of the Issuer's board of directors is a general partner of Middleton, McNeil, Mills & Associates VI, LLC the sole general partner of Sanderling VI Limited Partnership and has voting and investment power over the shares held by Sanderling VI Limited Partnership. Mr. Middleton disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

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

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