

WORLD HEART CORP  
Form 4  
August 04, 2008

**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 \*  
ABIOMED INC

2. Issuer Name and Ticker or Trading Symbol  
WORLD HEART CORP [WHRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
22 CHERRY HILL DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/31/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

DANVERS, MA 01923  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ 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 Shares                   | 07/31/2008                           |  | C                              | V   | 86,000,000  | A  |   |
|                                 |                                      |  |                                |   | Price \$ 0  |  |   |
|                                 |                                      |  |                                |   | (1) 86,000,000  | D  |   |
|                                 |                                      |  |                                |   | (2)   |  |   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Security (Instr. 3 and 4) |                  |                 |              |        |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|--------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount |
| 8% Secured Convertible Promissory Note     | (1) (2)  | 07/31/2008                           |  | C                              |   | 2,858,861  | (1) (2)   | 12/11/2007       | 12/11/2017      | Common Stock | (1)    |
| Warrant (right to buy)                     | (1) (2)  | 07/31/2008                           |  | J                              |   | 3,400,000  | (1) (2)   | 12/11/2007       | 12/11/2012      | Common Stock | (1)    |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| ABIOMED INC<br>22 CHERRY HILL DRIVE<br>DANVERS, MA 01923 |               |           | X       |       |

## Signatures

/s/ Daniel J. Sutherby, Chief Financial Officer for ABIOMED, Inc.

08/04/2008

\_\_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).

On July 31, 2008, World Heart Corporation ("WorldHeart") completed the transactions contemplated by the recapitalization agreement dated June 20, 2008, as amended on July 31, 2008 (the "Recapitalization Agreement"), among (i) WorldHeart, (ii) World Heart Inc.

(1) ("WHI"), (iii) Abiomed, and (iv) Venrock Partners V, L.P., Venrock Associates V, L.P., Venrock Entrepreneurs Fund V, L.P., Special Situations Fund III QP LP, Special Situations Cayman Fund, L.P., Special Situations Private Equity Fund, L.P., Special Situations Life Sciences Fund, L.P., Austin Marxe and New Leaf Ventures II, L.P. (continued to footnote 2)

As a result of the transaction, Abiomed acquired 86,000,000 common shares of WorldHeart, as a result of Abiomed's conversion of the full amount of principal and interest owed on the US\$5,000,000 8% Secured Convertible Promissory Note previously issued to Abiomed

(2) by WorldHeart and WHI, Abiomed's release of the security interest in all of the assets of WorldHeart and WHI that secured the Note, termination of the warrant Abiomed held to purchase 3,400,000 common shares of WorldHeart, and forgiveness of other amounts owed to Abiomed by WorldHeart.

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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