

MITSUI & CO LTD
 Form 3
 December 29, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Mitsui & Co. Venture Partners II, L.P.			12/29/2008		CARDIOVASCULAR SYSTEMS INC [CSII]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
200 PARK AVENUE, 36TH FLOOR,			(Check all applicable)			
(Street)			___ Director		___X___ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK, NY			___ Officer		___ Other	___ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below)		(specify below)	___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Edgar Filing: MITSUI & CO LTD - Form 3

			Shares		or Indirect (1) (Instr. 5)	
Series A Redeemable Convertible Preferred Stock	07/28/2006	Â (4)	Common Stock	678,713	\$ 5.71	I See footnote (1)
Series A-1 Redeemable Convertible Preferred Stock	09/19/2007	Â (4)	Common Stock	121,359	\$ 8.5	I See footnote (2)
Series A Warrant	07/19/2006	07/19/2011	Series A Redeemable Convertible Preferred Stock	96,377	\$ 5.71	I See footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitsui & Co. Venture Partners II, L.P. 200 PARK AVENUE, 36TH FLOOR NEW YORK, NY 10166	Â	Â X	Â	Â
Mitsui & Co. Venture Partners, Inc. 200 PARK AVENUE, 36TH FLOOR NEW YORK, NY	Â	Â	Â President and CEO	Â
MITSUI & CO LTD 2-1, OHTEMACHI 1-CHOME CHIYODA-KU TOKYO, M0	Â	Â	Â General Manager	Â

Signatures

/s/ Taro Inaba, Authorized Signatory for Mitsui & Co. Venture Partners II, L.P.	12/29/2008
__Signature of Reporting Person	Date
/s/ Taro Inaba, President and CEO for Mitsui & Co. Venture Partners, Inc.	12/29/2008
__Signature of Reporting Person	Date
/s/ Tsutomu Yoshida, General Manager for Mitsui & Co., Ltd	12/29/2008
__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) 675,148 shares of the Series A Redeemable Convertible Preferred Stock are owned directly by Mitsui & Co. Venture Partners II, L.P. ("MCVP II") and indirectly by (i) Mitsui & Co. Venture Partners, Inc. ("MCVP"), the general partner of MCVP II and (ii) Mitsui & Co., Ltd. ("Mitsui"), the 100% indirect owner of MCVP II and MCVP. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

Edgar Filing: MITSUI & CO LTD - Form 3

- 117,647 shares of the Series A-1 Redeemable Convertible Preferred Stock are owned directly by MCVP II and indirectly by (i) MCVP, (2) the general partner of MCVP II and (ii) Mitsui, the 100% indirect owner of MCVP II and MCVP. Each reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

- A Series A Warrant convertible into 96,377 shares of Series A Redeemable Convertible Preferred Stock is owned directly by MCVP II and indirectly by (i) MCVP, the general partner of MCVP II and (ii) Mitsui, the 100% indirect owner of MCVP II and MCVP. Each (3) reporting person disclaims beneficial ownership of the reported securities except to the extent of such reporting person's pecuniary interest therein.

- (4) This stock is convertible at any time and does not expire.

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.