

REIN HARRY T
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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â REIN HARRY T		(Month/Day/Year)	CARDIONET INC [BEAT]	
(Last)	(First)	(Middle)	03/18/2008	
105 ROWAYTON AVENUE,Â SUITE 250			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ROWAYTON,Â CTÂ 06853			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			<input type="checkbox"/> 10% Owner	
			<input type="checkbox"/> Other	
			(specify below)	

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)
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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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (right to buy)	Â (1)	09/24/2017	Common Stock	15,000	\$ 7.2	D	Â
Stock Option (right to buy)	Â (1)	09/24/2017	Common Stock	7.5	\$ 7.2	D	Â
Series C Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	857,143	\$ (2)	I	See footnotes (3) (6)
Series D Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	199,732	\$ (4)	I	See footnotes (3) (6)
Mandatorily Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	1,064	\$ (5)	I	See footnotes (3) (6)
Warrants to Purchase Series D-1 Convertible Preferred Stock	Â (7)	Â (8)	Common Stock	91,632	\$ 3.5	I	See footnotes (3) (6)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REIN HARRY T 105 ROWAYTON AVENUE SUITE 250 ROWAYTON, CT 06853	Â X	Â	Â	Â

Signatures

/s/ Harry T. Rein 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).
- 33 1/3 % of the shares subject to the option shall vest on the first anniversary of the vesting start date of 7/26/08; 1/24th shall vest on each
- (1) monthly anniversary thereafter. The options may be early exercised prior to vesting but any exercised and unvested shares are subject to a right of repurchase on behalf of the Issuer.
 - (2) Series C 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 C Preferred Stock, for no additional consideration.
 - (3) By Foundation Medical Partners LP
 - (4) Series D 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 Preferred Stock, for no additional consideration.
 - (5) 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.
 - (6)

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The voting and disposition of the shares held by Foundation Medical Partners LP is determined by Andrew D. Firlik, Lee R. Wrubel and Harry T. Rein as the general partners of Foundation Medical Partners LP. Messrs. Firlik, Wrubel and Rein have shared voting and investment power over the shares held by Foundation Medical Partners LP. Messrs. Firlik, Wrubel and Rein disclaim beneficial ownership of these shares except to the extent of their pecuniary interest therein.

(7) Warrants became exercisable on March 8, 2007.

(8) 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.

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.