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IROBOT CORP
Form SC 13G/A
January 31, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)1

IROBOT CORPORATION

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

462726100

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fenway Partners, Inc.
13-3763403

2. CHECK THE APPROPRIATE BOX IF (a) []
A MEMBER OF A GROUP (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

- | | | |
|---|-----------------------------|-----|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH | 5. SOLE VOTING POWER | -0- |
| | 6. SHARED VOTING POWER | -0- |
| | 7. SOLE DISPOSITIVE POWER | -0- |
| | 8. SHARED DISPOSITIVE POWER | -0- |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
-0-

12. TYPE OF REPORTING PERSON
CO

CUSIP No. 462726100

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fenway Partners II, LLC
06-1522851

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2. CHECK THE APPROPRIATE BOX IF (a) []
A MEMBER OF A GROUP (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER
SHARES

BENEFICIALLY OWNED BY -0-

EACH 6. SHARED VOTING POWER

REPORTING PERSON WITH -0-

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-

12. TYPE OF REPORTING PERSON

OO

CUSIP No. 462726100

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FPIP Trust, LLC
13-3956611

2. CHECK THE APPROPRIATE BOX IF (a) []
A MEMBER OF A GROUP (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	-0-
	6. SHARED VOTING POWER	-0-
	7. SOLE DISPOSITIVE POWER	-0-
	8. SHARED DISPOSITIVE POWER	-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-

12. TYPE OF REPORTING PERSON

OO

CUSIP No. 462726100

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

FPIP, LLC
13-3956702

2. CHECK THE APPROPRIATE BOX IF (a) []
A MEMBER OF A GROUP (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY	5. SOLE VOTING POWER	-0-
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EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-

12. TYPE OF REPORTING PERSON

OO

CUSIP No. 462726100

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Fenway Capital Partners Capital Fund II, L.P.
06-1522850

2. CHECK THE APPROPRIATE BOX IF (a) []
A MEMBER OF A GROUP (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

5. SOLE VOTING POWER

-0-

6. SHARED VOTING POWER

-0-

7. SOLE DISPOSITIVE POWER

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-0-

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

-0-

12. TYPE OF REPORTING PERSON

PN

CUSIP No. 462726100

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Andrea Geisser

2. CHECK THE APPROPRIATE BOX IF (a) []
A MEMBER OF A GROUP (b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 10,000 ----- 6. SHARED VOTING POWER -0-
---	--

7. SOLE DISPOSITIVE POWER

10,000

8. SHARED DISPOSITIVE POWER

-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

less than 0.1%

12. TYPE OF REPORTING PERSON

IN

CUSIP No. 462726100

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Amendment No. 1 to Schedule 13G (Final Amendment)

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on February 13, 2006 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended as follows:

ITEM 4 - OWNERSHIP

Item 4 is hereby amended and restated to read in its entirety as follows:

(1) With respect to Fenway Partners, Inc., Fenway Partners II, LLC, FPIP Trust, LLC, FPIP, LLC and Fenway Partners Capital Fund II, L.P.:

(a) Amount Beneficially Owned: -0-

(b) Percent of Class: -0-

(c) Number of shares as to which the Reporting Persons have:

(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of: -0-

(2) With respect to Andrea Geisser:

(a) Amount Beneficially Owned: 10,000 shares of Common Stock

(b) Percent of Class: less than 0.1%

(c) Number of shares as to which the Reporting Person has:

(i) sole power to vote or to direct the vote: 10,000 shares of Common Stock

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- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:
10,000 shares of Common Stock
- (iv) shared power to dispose or to direct the disposition of: -0-

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following: [X]

CUSIP No. 462726100

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

FENWAY PARTNERS, INC.

By /s/ Richard C. Dresdale

Name: Richard C. Dresdale
Title: President

By /s/ Andrea Geisser

Name: Andrea Geisser
Title: Managing Director

FENWAY PARTNERS II, LLC

By /s/ Richard C. Dresdale

Name: Richard C. Dresdale
Title: President

By /s/ Andrea Geisser

Name: Andrea Geisser
Title: Managing Director

FPIP TRUST, LLC

By /s/ Richard C. Dresdale

Name: Richard C. Dresdale
Title: President

By /s/ Andrea Geisser

Name: Andrea Geisser
Title: Managing Director

FPIP, LLC

By /s/ Richard C. Dresdale

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Name: Richard C. Dresdale
Title: President

By /s/ Andrea Geisser

Name: Andrea Geisser
Title: Managing Director

CUSIP No. 462726100

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FENWAY PARTNERS CAPITAL FUND II, L.P.

By /s/ Richard C. Dresdale

Name: Richard C. Dresdale
Title: President

By /s/ Andrea Geisser

Name: Andrea Geisser
Title: Managing Director

/s/ Andrea Geisser

Andrea Geisser

Dated: January 24, 2007