

Proto Labs Inc
Form SC 13G/A
February 10, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

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

(Amendment No. 1 Exit Filing)

PROTO LABS, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

743713109

(CUSIP Number)

December 31, 2013

(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)

* 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 the disclosures provided in a prior cover page.

The information required in 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 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 743713109

1. Names of Reporting Persons.

NBGE Manager, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

See Item 5.

6. Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

See Item 5.

7. Sole Dispositive Power

See Item 5.

8. Shared Dispositive Power

See Item 5.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

See Item 5.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

See Item 5.

12. Type of Reporting Person (See Instructions)

OO

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CUSIP No. 743713109

1. Names of Reporting Persons.

NBGE GP, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

See Item 5.

6. Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

See Item 5.

7. Sole Dispositive Power

See Item 5.

8. Shared Dispositive Power

See Item 5.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

See Item 5.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

See Item 5.

12. Type of Reporting Person (See Instructions)

OO

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CUSIP No. 743713109

1. Names of Reporting Persons.

North Bridge Growth Management, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

See Item 5.

6. Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

See Item 5.

7. Sole Dispositive Power

See Item 5.

8. Shared Dispositive Power

See Item 5.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

See Item 5.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

See Item 5.

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 743713109

1. Names of Reporting Persons.

North Bridge Growth Equity I, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

See Item 5.

6. Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

See Item 5.

7. Sole Dispositive Power

See Item 5.

8. Shared Dispositive Power

See Item 5.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

See Item 5.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

See Item 5.

12. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 743713109

1. Names of Reporting Persons.

Edward T. Anderson

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

See Item 5.

6. Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

See Item 5.

7. Sole Dispositive Power

See Item 5.

8. Shared Dispositive Power

See Item 5.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

See Item 5.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

See Item 5.

12. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 743713109

1. Names of Reporting Persons.

Richard A. D Amore

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

See Item 5.

6. Shared Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

See Item 5.

7. Sole Dispositive Power

See Item 5.

8. Shared Dispositive Power

See Item 5.

9. Aggregate Amount Beneficially Owned by Each Reporting Person

See Item 5.

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

See Item 5.

12. Type of Reporting Person (See Instructions)

IN

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CUSIP No. 743713109

Item 1(a) Name of Issuer:

Proto Labs, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

5540 Pioneer Creek Drive, Maple Plain, Minnesota 55359

Item 2(a) Name of Person Filing:

The reporting persons are:

NBGE Manager, LLC (the Managing Manager)

NBGE GP, LLC (the GP of the GP)

North Bridge Growth Management , L.P. (the GP)

North Bridge Growth Equity I, L.P. (NBGE)

Edward T. Anderson (Mr. Anderson)

Richard A. D Amore (Mr. D Amore)

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of each of the reporting persons is:

c/o North Bridge Growth Equity

950 Winter Street, Suite 4600

Waltham, Massachusetts 02451

Item 2(c) Citizenship:

Managing Manager Delaware limited liability company

GP of the GP Delaware limited liability company

GP Delaware limited partnership

NBGE Delaware limited partnership

Mr. Anderson U.S. citizen

Mr. D Amore U.S. citizen

Item 2(d) Title of Class of Securities:

This Schedule 13G report relates to the Common Stock, par value \$0.001 per share (Common Stock), of Proto Labs, Inc.

CUSIP No. 743713109

Item

2(e) CUSIP Number:

743713109

Item 3 Description of Person Filing:

Not applicable.

Item 4 Ownership:

(a) Amount Beneficially Owned:

See Item 5.

(b) Percent of Class:

See Item 5.

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

See Item 5.

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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Each of the Reporting Persons expressly disclaims membership in a Group as defined in Rule 13d-1(b)(ii)(K).

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

Not applicable.

This Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

CUSIP No. 743713109

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of each of the undersigned, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

DATED: February 10, 2014

NBGE MANAGER, LLC

By: /s/ Edward T. Anderson
Name: Edward T. Anderson
Title: Manager

NBGE GP, LLC

By: NBGE Manager, LLC
By: /s/Edward T. Anderson
Name: Edward T. Anderson
Title: Manager

**NORTH BRIDGE GROWTH
MANAGEMENT, L.P.**

By: NBGE GP, LLC
By: NBGE Manager, LLC
By: /s/ Edward T. Anderson
Name: Edward T. Anderson
Title: Manager

**NORTH BRIDGE GROWTH EQUITY I,
L.P.**

By: North Bridge Growth Management,
L.P.
By: NBGE GP, LLC
By: NBGE Manager, LLC
By: /s/ Edward T. Anderson
Name: Edward T. Anderson
Title: Manager

/s/ Edward T. Anderson
EDWARD T. ANDERSON

/s/ Richard A. D Amore
RICHARD A. D AMORE

CUSIP No. 743713109

Exhibit I

Joint Filing Agreement

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of Proto Labs, Inc. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED as of this 10th day of February, 2014.

NBGE MANAGER, LLC

By: /s/ Edward T. Anderson
Name: Edward T. Anderson
Title: Manager

NBGE GP, LLC

By: NBGE Manager, LLC
By: /s/ Edward T. Anderson
Name: Edward T. Anderson
Title: Manager

**NORTH BRIDGE GROWTH
MANAGEMENT, L.P.**

By: NBGE GP, LLC
By: NBGE Manager, LLC
By: /s/ Edward T. Anderson
Name: Edward T. Anderson
Title: Manager

**NORTH BRIDGE GROWTH EQUITY I,
L.P.**

By: North Bridge Growth Management,
L.P.
By: NBGE GP, LLC
By: NBGE Manager, LLC
By: /s/ Edward T. Anderson
Name: Edward T. Anderson
Title: Manager

/s/ Edward T. Anderson
EDWARD T. ANDERSON

/s/ Richard A. D Amore
RICHARD A. D AMORE

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