

TA SUBORDINATED DEBT FUND LP  
Form 4  
November 18, 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 \*  
TA ASSOCIATES INC

2. Issuer Name and Ticker or Trading Symbol  
Eagle Test Systems, Inc. [EGLT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200  
CLARENDON ST, 56TH FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/14/2008

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

**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)			
				Code V	Amount	(A) or (D)	Price			
Common Stock	11/14/2008		D	4,372,014 (1)	D		\$ 15.65 (11)	0	I	See Footnote 6 (6)
Common Stock	11/14/2008		D	1,234,603 (2)	D		\$ 15.65 (11)	0	I	See Footnote 7 (7)
Common Stock	11/14/2008		D	89,492 (3)	D		\$ 15.65 (11)	0	I	See Footnote 8 (8)
Common Stock	11/14/2008		D	16,060 (4)	D		\$ 15.65	0	I	See Footnote

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						(11)		9 (9)
Common	11/14/2008					\$		See
Stock		D	347,527	D	15.65	0	I	Footnote
			<u>(5)</u>		<u>(11)</u>			10 <u>(10)</u>

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)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	X	X		
TA IX LP JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA ASSOCIATES IX LLC JOHN HANCOCK TOWER 200 CLARENDON ST. 56TH FLOOR BOSTON, MA 02116				See General Remarks
TA / ATLANTIC & PACIFIC IV LP JOHN HANCOCK TOWER				See General Remarks

200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

TA ASSOCIATES AP IV LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND A LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES STRATEGIC PARTNERS FUND B LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES SPF LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA SUBORDINATED DEBT FUND LP  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

TA ASSOCIATES SDF LLC  
JOHN HANCOCK TOWER  
200 CLARENDON ST. 56TH FLOOR  
BOSTON, MA 02116

See General Remarks

## Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer	11/18/2008
__Signature of Reporting Person	Date
TA IX L.P., By TA Associates IX LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	11/18/2008
__Signature of Reporting Person	Date
TA Associates IX LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	11/18/2008
__Signature of Reporting Person	Date
TA/Atlantic and Pacific IV L.P., By TA Associates AP IV L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	11/18/2008
__Signature of Reporting Person	Date
TA Associates AP IV L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	11/18/2008
__Signature of Reporting Person	Date
TA Strategic Partners Fund A L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	11/18/2008

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<u>Signature of Reporting Person</u>	Date
TA Strategic Partners Fund B L.P., By TA Associates SPF L.P., Its General Partner, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	11/18/2008
<u>Signature of Reporting Person</u>	Date
TA Associates SPF L.P., By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer	11/18/2008
<u>Signature of Reporting Person</u>	Date
TA Subordinated Debt Fund L.P., By TA Associates SDF LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	11/18/2008
<u>Signature of Reporting Person</u>	Date
TA Associates SDF LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer	11/18/2008
<u>Signature of Reporting Person</u>	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).
- (1) These securities were sold solely by TA IX L.P.
- (2) These securities were sold solely by TA/Atlantic and Pacific IV L.P.
- (3) These securities were sold solely by TA Strategic Partners Fund A L.P.
- (4) These securities were sold solely by TA Strategic Partners Fund B L.P.
- (5) These securities were sold solely by TA Subordinated Debt Fund L.P.
- (6) These securities were owned solely by TA IX L.P. TA Associates, Inc. is the Manager of TA Associates IX LLC, which is the General Partner of TA IX L.P.
- (7) These securities were owned solely by TA/Atlantic and Pacific IV L.P. TA Associates, Inc. is the General Partner of TA Associates AP IV L.P., which is the General Partner of TA/Atlantic and Pacific IV L.P.
- (8) These securities were owned solely by TA Strategic Partners Fund A L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund A L.P.
- (9) These securities were owned solely by TA Strategic Partners Fund B L.P. TA Associates, Inc. is the General Partner of TA Associates SPF L.P., which is the General Partner of TA Strategic Partners Fund B L.P.
- (10) These securities were owned solely by TA Subordinated Debt Fund L.P. TA Associates, Inc. is the Manager of TA Associates SDF LLC, which is the General Partner of TA Subordinated Debt Fund L.P.
- (11) Pursuant to the Agreement and Plan of Merger, dated as of September 1, 2008, by and among Teradyne, Inc., Turin Acquisition Corp., and Eagle Test Systems, Inc. (the "Merger Agreement"), each of these shares of Common Stock was converted at the Effective Time of the Merger Agreement into the right to receive \$15.65 per share in cash, without interest and less any required withholding taxes (the "Merger Consideration").

### Remarks:

Due to the limit of joint filers that can be included on one form, TA Associates Inc., TA IX L.P., TA/Atlantic and Pacific IV L.P.

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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