

Holthe David
Form 4
February 28, 2013

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 *
Holthe David

(Last) (First) (Middle)

C/O SOLTA MEDICAL, 25881 INDUSTRIAL BLVD.

(Street)

HAYWARD, CA 94545

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOLTA MEDICAL INC [SLTM]

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
Common Stock	02/26/2013		A	61,719 ⁽¹⁾ <u>(2)</u>	A <u>(3)</u> 61,719	D	
Common Stock	02/26/2013		A	5,435,993 ⁽²⁾ <u>(4)</u>	A <u>(3)</u> 5,435,993	I	By Inlign CP III, LLC <u>(5)</u>
Common Stock	02/26/2013		A	34,782 <u>(6)</u>	A \$ 0 96,501	D	

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

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SEC 1474 (9-02)

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holthe David C/O SOLTA MEDICAL 25881 INDUSTRIAL BLVD. HAYWARD, CA 94545		X		

Signatures

/s/ John F. Glenn, attorney
in fact 02/28/2013
**Signature of Reporting Person 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) Received in exchange for membership interest units (the "Units") of Sound Surgical Technologies LLC ("Target") owned by the Reporting Person in connection with the merger of Target into Issuer (the "Merger"). Includes 3,630 shares which are currently being held in escrow and are subject to forfeiture during the 12-month period following the Merger to satisfy claims arising from Target's breach of any of its representations and warranties in the Merger Agreement (as defined below).
- (2) The Merger Agreement further provides that the former members of Target, including Mr. Holthe and Inlign CP III, LLC ("Inlign"), will receive additional shares of Issuer common stock if Target's revenue between January 1, 2013 and December 31, 2013 exceeds \$23,100,000 (the "Earn-Out Right"). Mr. Holthe and Inlign's right to receive additional shares pursuant to the Earn-Out Right became fixed and irrevocable on February 26, 2013, the effective date of the Merger.
- (3) Details regarding the consideration received by Issuer for these shares, including the value of such consideration, are provided for in the Agreement and Plan of Merger entered into as of January 29, 2013 by and among Issuer, Target and other parties thereto (the "Merger Agreement"). The Merger Agreement placed a value on the Issuer's common stock of \$2.62, which was the volume-weighted average of the closing sales prices for Issuer's common stock on the NASDAQ Stock Market for a specified period prior to the date of the Merger

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Agreement.

- (4) Received in exchange for Units of Target held by Inlign in connection with the Merger. Includes 319,709 shares which are currently being held in escrow and are subject to forfeiture during the 12-month period following the Merger to satisfy claims arising from Target's breach of any of its representations and warranties in the Merger Agreement.

- (5) Mr. Holthe is a managing director of Inlign. As such, Mr. Holthe may be deemed to share voting and dispositive power with regard to the shares held directly by Inlign. Mr. Holthe disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these securities in this report will not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

- (6) Deemed acquired pursuant to a grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one (1) share of Issuer's common stock. The restricted stock units vest in three annual installments as follows: February 26, 2014, February 26, 2015 and February 26, 2016. Vested shares of the Issuer's common stock will be delivered to the Reporting Person on each such date, provided the Reporting Person continues to provide services to the Issuer as of each such dates.

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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