

CRYOCOR INC  
Form 4  
May 30, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MPM BIOVENTURES II QP LP

(Last) (First) (Middle)

C/O MPM ASSET  
MANAGEMENT, 200  
CLARENDON STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CRYOCOR INC [CRYO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/28/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/28/2008		U		3,028,082	D	\$ 1.35 0
						I	See footnote (1)

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)**

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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 Following Reporting Transaction (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
MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM BIOVENTURES GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT INVESTORS 2000B LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET BOSTON, MA 02116		X		
GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET		X		

BOSTON, MA 02116

STEINMETZ MICHAEL

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET

BOSTON, MA 02116

X

EVNIN LUKE

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET

BOSTON, MA 02116

X

GALAKATOS NICHOLAS

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET

BOSTON, MA 02116

X

## Signatures

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P. /s/ Luke Evnin

05/30/2008

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P. /s/ Luke Evnin

05/30/2008

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the special limited partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin

05/30/2008

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management Investors 2000B LLC /s/ Luke Evnin

05/30/2008

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin

05/30/2008

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II, LLC /s/ Luke Evnin

05/30/2008

\_\_Signature of Reporting Person

Date

/s/ Ansbert Gadicke

05/30/2008

\_\_Signature of Reporting Person

Date

/s/ Michael Steinmetz

05/30/2008

\_\_Signature of Reporting Person

Date

/s/ Luke Evnin

05/30/2008

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\_\_Signature of Reporting Person

Date

/s/ Nicholas Galakatos

05/30/2008

\_\_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).

The shares were held as follows: 2,038,512 by MPM BioVentures II-QP, L.P. ("BV II QP"), 224,984 by MPM BioVentures II, L.P. ("BV II"), 46,930 by MPM Asset Management Investors 2000B LLC ("AM 2000") and 717,656 by MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. and MPM Asset Management II LLC ("AM II LLC") are the

- (1) direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler (who is a director of the issuer and files Section 16 reports separately) are the members of AM II LLC and AM 2000. Each of the filing persons disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

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. -SIZE: 10pt">11/22 at 100.00

4.000%, 11/01/25 – AGM Insured

AA  
5,124,387  
2,405

4.000%, 11/01/25 – AGM Insured

11/22 at 100.00  
AA  
2,551,465  
615

New Jersey Economic Development Authority, Charter School Revenue Bonds, Lady Liberty Academy

No Opt. Call  
B  
503,082

Charter School Project, Series 2013A, 5.150%, 8/01/23

New Jersey Economic Development Authority, Cigarette Tax Revenue Refunding Bonds, Series 2012:

2,000

5.000%, 6/15/24

6/22 at 100.00  
BBB+  
2,278,320  
1,000

5.000%, 6/15/28

No Opt. Call  
BBB+  
1,109,780

New Jersey Economic Development Authority, Private Activity Bonds, The Goethals Bridge

Explanation of Responses:

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Replacement Project, Series 2013:

	860
5.000%, 1/01/21 (Alternative Minimum Tax)	No Opt. Call BBB- 993,188 500
5.000%, 1/01/22 (Alternative Minimum Tax)	No Opt. Call BBB- 577,700 500
5.000%, 7/01/22 (Alternative Minimum Tax)	No Opt. Call BBB- 579,095 620
5.000%, 1/01/23 (Alternative Minimum Tax)	No Opt. Call BBB- 711,847 1,000
New Jersey Economic Development Authority, School Facilities Construction Financing Program	3/25 at 100.00 A2 970,550
Bonds, Tender Option Bond Trust 1151, 2.953%, 9/01/25 (IF) (4)	1,000
New Jersey Economic Development Authority, Special Facilities Revenue Bonds, Continental	9/22 at 101.00 B 1,046,520
Airlines Inc., Series 1999, 5.250%, 9/15/29 (Alternative Minimum Tax)	1,045
New Jersey Health Care Facilities Financing Authority, New Jersey, Revenue Bonds, Saint Peters	7/18 at 100.00 BB+ 1,115,914
Explanation of Responses:	5

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University Hospital, Series 2007, 5.250%, 7/01/21	195
New Jersey Health Care Facilities Financing Authority, Revenue Bonds, Saint Joseph's	No Opt. Call BBB- 213,291
Healthcare System Obligated Group Issue, Series 2008, 6.000%, 7/01/18	3,000
Tobacco Settlement Financing Corporation, New Jersey, Tobacco Settlement Asset-Backed Bonds, Series 2007-1A, 5.000%, 6/01/29	6/17 at 100.00 B 2,527,590
Total New Jersey	20,970 21,833,478
New York – 3.8% (3.0% of Total Investments)	500
Buffalo and Fort Erie Public Bridge Authority, New York, Toll Bridge System Revenue Bonds, Refunding Series 2014, 5.000%, 1/01/18	No Opt. Call A+ 568,250
New York City Industrial Development Agency, New York, American Airlines-JFK International Airport Special Facility Revenue Bonds, Series 2005: 7.500%, 8/01/16 (Alternative Minimum Tax)	745 No Opt. Call N/R 785,133 2,000
7.625%, 8/01/25 (Alternative Minimum Tax)	
Explanation of Responses:	6

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	8/16 at 101.00 N/R 2,197,080
New York City Industrial Development Agency, New York, Civic Facility Revenue Bonds, Vaughn College of Aeronautics, Series 2006A:	
	330
5.000%, 12/01/16	
	No Opt. Call BB 343,032 1,800
5.000%, 12/01/21	
	12/16 at 100.00 BB 1,902,510 195
New York City Industrial Development Agency, New York, Civic Facility Revenue Bonds, Vaughn	
	No Opt. Call BB 202,701
College of Aeronautics, Series 2006B, 5.000%, 12/01/16	
	1,000
Suffolk County Industrial Development Agency, New York, Continuing Care Retirement Community	
	11/16 at 100.00 BBB- 1,037,650
Revenue Bonds, Jefferson's Ferry Project, Series 2006, 5.000%, 11/01/28	
	6,570
Total New York	
	7,036,356
North Carolina – 0.9% (0.7% of Total Investments)	
	1,040
North Carolina Eastern Municipal Power Agency, Power System Revenue Refunding Bonds, Series	
	No Opt. Call Baa1
Explanation of Responses:	7

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	1,213,118
1993B, 6.000%, 1/01/18 – AMBAC Insured	
	400
North Carolina Turnpike Authority, Triangle Expressway System Revenue Bonds, Series 2009A,	No Opt. Call AA
	444,168
5.250%, 1/01/25 – AGC Insured	
	1,440
Total North Carolina	
	1,657,286
Ohio – 4.0% (3.1% of Total Investments)	
	3,500
Buckeye Tobacco Settlement Financing Authority, Ohio, Tobacco Settlement Asset-Backed Revenue	6/17 at 100.00 B–
	2,848,580
Bonds, Senior Lien, Series 2007A-2, 5.875%, 6/01/30	
	2,000
Ohio Air Quality Development Authority, Ohio, Revenue Bonds, Ohio Valley Electric Corporation	No Opt. Call BBB–
	2,263,620
Project, Series 2009E, 5.625%, 10/01/19	
	2,000
Ross County, Ohio, Hospital Revenue Refunding Bonds, Adena Health System Series 2008,	12/18 at 100.00 A–
	2,223,160
5.750%, 12/01/28	
	7,500
Total Ohio	
Explanation of Responses:	8



	7,335,360
Oregon – 0.6% (0.5% of Total Investments)	
	965
Astoria Hospital Facilities Authority, Oregon, Hospital Revenue and Refunding Bonds, Columbia	
	No Opt. Call BBB– 1,082,933
Memorial Hospital, Series 2012, 5.000%, 8/01/22	
Pennsylvania – 4.6% (3.5% of Total Investments)	
	90
East Hempfield Township Industrial Development Authority, Pennsylvania, Student Services Inc –	
	No Opt. Call BBB– 95,923
Student Housing Project at Millersville University, Series 2013, 4.000%, 7/01/19	
Erie Higher Education Building Authority, Pennsylvania, Revenue Bonds, Gannon University	
Project, Series 2013:	
	465
4.000%, 5/01/20	
	No Opt. Call BBB 505,348 480
4.000%, 5/01/21	
	No Opt. Call BBB 517,152 500
4.000%, 5/01/22	
	No Opt. Call BBB 534,025 520
4.000%, 5/01/23	
	No Opt. Call
Explanation of Responses:	9

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	BBB 552,890 2,190
Erie Sewer Authority, Erie County, Pennsylvania, Sewer Revenue Bonds, Series 2012A, 5.000%, 6/01/21 – AGM Insured	No Opt. Call AA 2,482,956
Lebanon County Health Facilities Authority, Pennsylvania, Revenue Bonds, Good Samaritan Hospital Project, Series 2002: 5.900%, 11/15/28	255 11/14 at 100.00 B+ 255,107 1,000
6.000%, 11/15/35	11/14 at 100.00 B+ 1,000,200 500
Pennsylvania Economic Development Financing Authority, Revenue Bonds, Northwestern Human Services Inc., Series 1998A, 5.250%, 6/01/28	12/14 at 100.00 N/R 500,290 1,000
Pittsburgh Water and Sewerage Authority, Pennsylvania, First Lien Water and Sewerage System Revenue Bonds, Series 2005, 5.000%, 9/01/19 (Pre-refunded 9/01/15) – NPFG Insured	9/15 at 100.00 AA– (5) 1,048,380
Southcentral Pennsylvania General Authority, Revenue Bonds, Hanover Hospital Inc., Series 2013: 5.000%, 12/01/20	370 No Opt. Call
Explanation of Responses:	10

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	BBB- 409,287 435
5.000%, 12/01/21	
	No Opt. Call BBB- 479,466 7,805
Total Pennsylvania	
	8,381,024
Rhode Island – 3.5% (2.7% of Total Investments)	
	4,000
Rhode Island Health & Educational Building Corporation, Public Schools Financing Program	
	5/19 at 100.00 A3 4,404,159
Revenue Bonds, Pooled Series 2009E, 6.000%, 5/15/29 – AGC Insured	
	2,000
Rhode Island Tobacco Settlement Financing Corporation, Tobacco Settlement Asset-Backed Bonds,	
	11/14 at 100.00 BBB- 2,000,120
Series 2002A, 6.250%, 6/01/42	
	6,000
Total Rhode Island	
	6,404,279
South Carolina – 1.9% (1.4% of Total Investments)	
	1,000
Piedmont Municipal Power Agency, South Carolina, Electric Revenue Bonds, Series 2010-A2,	
	No Opt. Call A- 1,135,080
5.000%, 1/01/18	

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	2,000
South Carolina Public Service Authority, Santee Cooper Revenue Obligations, Refunding Series	6/24 at 100.00
	AA-
	2,296,820
2014B, 5.000%, 12/01/31	
	3,000
Total South Carolina	
	3,431,900
Tennessee – 6.1% (4.7% of Total Investments)	
Knox County Health, Educational and Housing Facility Board, Tennessee, Hospital Revenue	
Refunding Bonds, Covenant Health, Series 2012A:	
	1,440
5.000%, 1/01/25	
	No Opt. Call
	A
	1,678,752
	2,000
5.000%, 1/01/26	
	No Opt. Call
	A
	2,313,860
	2,000
Memphis-Shelby County Airport Authority, Tennessee, Airport Revenue Bonds, Series 2010B,	
	7/20 at 100.00
	A
	2,364,780
5.750%, 7/01/22 (Alternative Minimum Tax)	
	400
The Tennessee Energy Acquisition Corporation, Gas Revenue Bonds, Series 2006B, 5.625%, 9/01/26	
	No Opt. Call
	BBB
	459,020
The Tennessee Energy Acquisition Corporation, Gas Revenue Bonds, Series 2006C:	

Explanation of Responses:

	1,020
5.000%, 2/01/21	No Opt. Call A 1,152,325 1,490
5.000%, 2/01/24	No Opt. Call A 1,687,202 1,365
5.000%, 2/01/25	No Opt. Call A 1,555,281 9,715
Total Tennessee	11,211,220
Texas – 9.2% (7.1% of Total Investments)	200
Central Texas Regional Mobility Authority, Revenue Bonds, Senior Lien Series 2010,	1/20 at 100.00 Baa2 223,484
5.750%, 1/01/25	500
Central Texas Regional Mobility Authority, Revenue Bonds, Subordinate Lien Refunding Series	No Opt. Call Baa3 554,805
2013, 5.000%, 1/01/22	685
Denton County Fresh Water Supply District 7, Texas, General Obligation Bonds, Refunding Series	No Opt. Call AA 737,211
Explanation of Responses:	13

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2013, 4.000%, 2/15/21 – AGM Insured

2,000

Gulf Coast Industrial Development Authority, Texas, Solid Waste Disposal Revenue Bonds, Citgo

10/22 at 100.00  
BB+  
2,073,220

Petroleum Corporation Project, Series 1995, 4.875%, 5/01/25 (Alternative Minimum Tax)

200

Harris County-Houston Sports Authority, Texas, Revenue Bonds, Senior Lien Series 2001G,

11/14 at 100.00  
AA-  
200,096

5.250%, 11/15/30 – NPMG Insured

125

Harris County-Houston Sports Authority, Texas, Special Revenue Bonds, Refunding Junior Lien

11/14 at 100.00  
AA-  
125,068

Series 2001B, 5.250%, 11/15/40 – NPMG Insured

150

Harris County-Houston Sports Authority, Texas, Special Revenue Bonds, Refunding Senior Lien

11/14 at 100.00  
AA-  
150,083

Series 2001A, 5.250%, 11/15/30 – NPMG Insured

305

Harris County-Houston Sports Authority, Texas, Special Revenue Bonds, Senior Lien Series

11/14 at 100.00  
AA-  
305,174

1998A, 5.000%, 11/15/25 – NPMG Insured

515

Houston, Texas, Hotel Occupancy Tax and Special Revenue Bonds, Convention and Entertainment

No Opt. Call

Explanation of Responses:

14

A2  
609,827

Facilities Department, Refunding Series 2011A, 5.250%, 9/01/19

Irving, Texas, Hotel Occupancy Tax Revenue Bonds, Series 2014B:

465

4.000%, 8/15/22

8/19 at 100.00  
BBB+  
488,097  
535

4.000%, 8/15/23

8/19 at 100.00  
BBB+  
558,556  
875

Lewisville, Texas, Combination Contract Revenue and Special Assessment Bonds, Lewisville

No Opt. Call  
N/R  
877,004

Castle Hills Public Improvement District 3 Project, Series 2004, 6.125%, 9/01/29 – ACA Insured

100

Love Field Airport Modernization Corporation, Texas, Special Facilities Revenue Bonds,

No Opt. Call  
Baa2  
113,845

Southwest Airlines Company – Love Field Modernization Program Project, Series 2012, 5.000%,

11/01/20 (Alternative Minimum Tax)

430

Lufkin Health Facilities Development Corporation, Texas, Health System Revenue Bonds, Memorial

2/19 at 100.00  
BBB-  
483,152

Health System of East Texas, Refunding Series 2009, 6.000%, 2/15/24

Tarrant County Cultural Education Facilities Finance Corporation, Texas, Hospital Revenue

Bonds, Scott & White Healthcare Project, Tender Option Bond Trust 1149:

Explanation of Responses:

15

	100
22.193%, 8/15/22 (IF) (4)	No Opt. Call Aa3 193,610 155
21.984%, 8/15/24 (IF) (4)	8/23 at 100.00 Aa3 296,856 200
22.193%, 8/15/26 (IF) (4)	8/23 at 100.00 Aa3 364,570 175
22.943%, 8/15/27 (IF) (4)	8/23 at 100.00 Aa3 310,756 3,000
Texas Municipal Gas Acquisition and Supply Corporation I, Gas Supply Revenue Bonds, Senior	No Opt. Call A- 3,723,059
Lien Series 2008D, 6.250%, 12/15/26	3,000
Texas Municipal Gas Acquisition and Supply Corporation III, Gas Supply Revenue Bonds, Series	No Opt. Call A3 3,300,960
2012, 5.000%, 12/15/27	230
Texas Public Finance Authority Charter School Finance Corporation, Education Revenue Bonds,	12/17 at 100.00 BBB- 244,847
Uplift Education, Series 2007A, 5.750%, 12/01/27	



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	360
Texas Public Finance Authority, Revenue Bonds, Texas Southern University Financing System, Series 2011, 6.000%, 5/01/23	5/21 at 100.00 BBB+ 421,290
	460
Waco Health Facilities Development Corporation, Texas, Hillcrest Health System Project, FHA Insured Mortgage Revenue Bonds, Series 2006A, 5.000%, 8/01/31 (Pre-refunded 8/01/16) – NPMG Insured	8/16 at 100.00 AA– (5) 501,156
	14,765
Total Texas	16,856,726
Utah – 1.7% (1.4% of Total Investments)	3,000
Salt Lake County, Utah, Research Facility Revenue Bonds, Huntsman Cancer Foundation, Series 2013A-1, 5.000%, 12/01/33 (Mandatory put 12/15/20)	12/18 at 100.00 N/R 3,204,360
Vermont – 0.5% (0.4% of Total Investments)	900
Vermont Economic Development Authority, Solid Waste Disposal Revenue Bonds, Casella Waste Systems, Inc. Project, Series 2013, 4.750%, 4/01/36 (Mandatory put 4/01/18) (Alternative Minimum Tax)	No Opt. Call B+ 895,860

Explanation of Responses:

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Virgin Islands – 1.2% (0.9% of Total Investments)

2,000

Virgin Islands Public Finance Authority, Gross Receipts Taxes Loan Note, Refunding Series

No Opt. Call  
AA  
2,125,660

2012A, 4.000%, 10/01/22 – AGM Insured

Virginia – 0.3% (0.3% of Total Investments)

535

Chesapeake, Virginia, Transportation System Senior Toll Road Revenue Bonds, Series 2012A,

No Opt. Call  
BBB  
600,982

5.000%, 7/15/21

Wisconsin – 0.4% (0.3% of Total Investments)

University of Wisconsin Hospitals and Clinics Authority, Revenue Bonds, Tender Option Bond

Trust 4287:

50

21.032%, 4/01/20 (IF) (4)

No Opt. Call  
Aa3  
91,330  
100

21.877%, 10/01/20 (IF) (4)

No Opt. Call  
Aa3  
190,885  
185

21.478%, 10/01/20 (IF) (4)

No Opt. Call  
Aa3  
347,841  
100

21.877%, 10/01/20 (IF) (4)

No Opt. Call  
Aa3

Explanation of Responses:

18

	185,634
	435
Total Wisconsin	
	815,690
	\$ 215,360
Total Long-Term Investments (cost \$235,660,512)	
	236,396,346
Variable Rate MuniFund Term Preferred Shares, at Liquidation Value – (30.1)% (6)	
	(55,000,000)
Other Assets Less Liabilities – 0.9% (7)	
	1,640,033
Net Assets Applicable to Common Shares – 100%	
	\$ 183,036,379

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## Investments in Derivatives as of August 31, 2014

## Interest Rate Swaps outstanding:

Counterparty	Notional Amount	Fund Pay/Receive Floating Rate	Floating Rate Index (Annualized)	Fixed Rate	Fixed Rate Payment Frequency	Effective Date (8)	Termination Date	Unrealized Appreciation (Depreciation) (7)
Barclays Bank PLC	\$ 5,000,000	Receive	3-Month USD-LIBOR-BBA Weekly	2.735%	Semi-Annually	5/05/15	5/05/25	\$ (2,621)
JPMorgan	18,500,000	Receive	USD-SIFMA Weekly	2.173	Quarterly	8/18/15	8/18/22	(222,501)
JPMorgan	36,800,000	Receive	USD-SIFMA Weekly	2.580	Quarterly	6/12/15	6/12/25	(1,157,284)
	\$60,300,000							\$(1,382,406)

## Fair Value Measurements

Fair value is defined as the price that would be received upon selling an investment or transferring a liability in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. A three-tier hierarchy is used to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The following is a summary of the three-tiered hierarchy of valuation input levels.

Level 1 – Inputs are unadjusted and prices are determined using quoted prices in active markets for identical securities.

Level 2 – Prices are determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 – Prices are determined using significant unobservable inputs (including management's assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not an indication of the risks associated with investing in those securities. The following is a summary of the Fund's fair value measurements as of the end of the reporting period:

	Level 1	Level 2	Level 3	Total
Long-Term Investments:				
Municipal Bonds	\$ —	\$236,396,346	\$ —	\$236,396,346
Investments in Derivatives:				
Interest Rate Swaps*	—	(1,382,406)	—	(1,382,406)
Total	\$ —	\$235,013,940	\$ —	\$235,013,940

\* Represents net unrealized appreciation (depreciation).

## Income Tax Information

## Explanation of Responses:

The following information is presented on an income tax basis. Differences between amounts for financial statement and federal income tax purposes are primarily due to timing differences in recognizing taxable market discount and timing differences in recognizing certain gains and losses on investment transactions. To the extent that differences arise that are permanent in nature, such amounts are reclassified within the capital accounts on the Statement of Assets and Liabilities presented in the annual report, based on their federal tax basis treatment; temporary differences do not require reclassification. Temporary and permanent differences do not impact the net asset value of the Fund.

As of August 31, 2014, the cost of investments (excluding investments in derivatives) was \$235,595,809.

Gross unrealized appreciation and gross unrealized depreciation of investments (excluding investments in derivatives) as of August 31, 2014, were as follows:

Gross unrealized:	
Appreciation	\$ 3,337,971
Depreciation	(2,537,434)
Net unrealized appreciation (depreciation) of investments	\$ 800,537

- All percentages shown in the Portfolio of Investments are based on net assets applicable to
- (1) common shares unless otherwise noted.
  - (2) Optional Call Provisions: Dates (month and year) and prices of the earliest optional call or redemption. There may be other call provisions at varying prices at later dates. Certain mortgage-backed securities may be subject to periodic principal paydowns.
  - (3) Ratings: Using the highest of Standard & Poor's Group ("Standard & Poor's"), Moody's Investors Service, Inc. ("Moody's") or Fitch, Inc. ("Fitch") rating. Ratings below BBB by Standard & Poor's, Baa by Moody's or BBB by Fitch are considered to be below investment grade. Holdings designated N/R are not rated by any of these national rating agencies.
  - (4) Investment, or portion of investment, has been pledged to collateralize the net payment obligations for investments in derivatives and/or inverse floating rate transactions.
  - (5) Backed by an escrow or trust containing sufficient U.S. Government or U.S. Government agency securities, which ensure the timely payment of principal and interest. Certain bonds backed by U.S. Government or agency securities are regarded as having an implied rating equal to the rating of such securities.
  - (6) Variable Rate MuniFund Term Preferred Shares, at Liquidation Value as a percentage of Total Investments is 23.3%.
  - (7) Other Assets Less Liabilities includes the Unrealized Appreciation (Depreciation) of derivative instruments as listed within Investments in Derivatives as of the end of the reporting period.
  - (8) Effective date represents the date on which both the Fund and Counterparty commence interest payment accruals on each contract.
- WI/DD Investment, or portion of investment, purchased on a when-issued or delayed delivery basis.

(IF)	Inverse floating rate investment.
144A	Investment is exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These investments may only be resold in transactions exempt from registration, which are normally those transactions with qualified institutional buyers.
USD-LIBOR-BBA	United States Dollar-London Inter-Bank Offered Rate British Bankers' Association.
USD-SIFMA	United States Dollar-Securities Industry and Financial Markets Association.

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Item 2. Controls and Procedures.

- a. The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934 (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- b. There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)), exactly as set forth below: See EX-99 CERT attached hereto.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Nuveen Intermediate Duration Quality Municipal Term Fund

By (Signature and Title) /s/ Kevin J. McCarthy  
Kevin J. McCarthy  
Vice President and Secretary

Date: October 30, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Gifford R. Zimmerman  
Gifford R. Zimmerman  
Chief Administrative Officer (principal executive officer)

Date: October 30, 2014

By (Signature and Title) /s/ Stephen D. Foy  
Stephen D. Foy  
Vice President and Controller (principal financial officer)

Date: October 30, 2014