

CO INVESTMENT 2000 FUND LP
 Form 4
 March 03, 2009

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 *
 Cross Atlantic Capital Partners, Inc.

2. Issuer Name and Ticker or Trading Symbol
 Rubicon Technology, Inc. [RBCN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

FIVE RADNOR CORPORATE CENTER, SUITE 555, 100 MATSONFORD ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2009

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ 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

RADNOR, PA 19087

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--------------------------------------|---|-------------------------|--------------------|--|------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 4.01 | 02/27/2009 | J | | 13,964 | | <u>(1)</u> | 02/27/2019 | Common Stock | 13,964 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cross Atlantic Capital Partners, Inc. FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| CROSS ATLANTIC TECHNOLOGY FUND L P FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| XATF Management, L.P. FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| CROSS ATLANTIC TECHNOLOGY FUND II LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| XATF MANAGEMENT II LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| CROSS ATLANTIC CAPITAL PARTNERS II INC FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |
| CO INVESTMENT 2000 FUND LP FIVE RADNOR CORPORATE CENTER, SUITE 555 100 MATSONFORD ROAD RADNOR, PA 19087 | | X | | |

Co-Invest Management LP
FIVE RADNOR CORPORATE CENTER, SUITE 555
100 MATSONFORD ROAD
RADNOR, PA 19087 X

Co-Invest Capital Partners Inc
FIVE RADNOR CORPORATE CENTER, SUITE 555
100 MATSONFORD ROAD
RADNOR, PA 19087 X

Signatures

/s/ Scott Glickson,
attorney-in-fact 03/03/2009

__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) Options vest at the rate of 25% of the total option grant at the end of each quarter of fiscal 2009 (March 31, 2009, June 30, 2009, September 30, 2009 and December 31, 2009).

These options were granted to Donald R. Caldwell (?Caldwell?), a director of the Issuer, who is the owner and director of Cross Atlantic Capital Partners, Inc., which is the general partner of XATF Management L.P., which is the general partner of Cross Atlantic Technology Fund, L.P. Caldwell is a director, shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF

- (2) Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II. L.P. Caldwell is a shareholder, director and officer of Co-Invest Capital Partners, Inc., which is the general partner of Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. Cross Atlantic Technology Fund, L.P, Cross Atlantic Technology Fund, II, L.P. and The Co-Investment 2000 Fund, L.P. are collectively referred to as the ?Funds?. (Continued footnote 3).

- (3) Under the terms of the applicable partnership agreements of the Funds, Caldwell is deemed to hold these options for the benefit of the Funds, which are entitled to receive the net economic benefit of the options as a credit against the management fees owed by the funds to Cross Atlantic Capital Partners, Inc. The Funds disclaim beneficial ownership of the options except to the extent of their 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.