

IROBOT CORP
Form SC 13G/A
February 14, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G**

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

IROBOT CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE
(Title of Class of Securities)

462726100

(CUSIP Number)

December 31, 2007

(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. 462726100

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Rodney A. Brooks

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 1,685,363

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 1,685,363

8 SHARED DISPOSITIVE POWER

WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,685,363

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.9%

12

TYPE OF REPORTING PERSON

IN

CUSIP No. 462726100

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Item 1(a). Name of Issuer:

iRobot Corporation

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

63 South Avenue, Burlington, Massachusetts 01803

Item 2(a). Name of Person Filing:

Rodney A. Brooks

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

Rodney Brooks

c/o iRobot Corporation

63 South Avenue

Burlington, Massachusetts 01803

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock)

Item 2(e). CUSIP Number:

462726100

Item 3. Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 1,685,363

(b) Percent of class: 6.9%

The foregoing percentage is calculated based on the 24,484,211 shares of Common Stock of iRobot Corporation outstanding as of October 27, 2007 as reported in the issuer's Quarterly Report on Form 10-Q filed with the SEC on October 31, 2007.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 1,685,363

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(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 1,685,363

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

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.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2008

/s/ Rodney A. Brooks

Rodney A. Brooks