

THORATEC CORP
Form 424B3
January 19, 2005

**Filed under Rule 424(b)(3) of the Securities Act of 1933,
relating to Registration No. 333-118274**

**Prospectus Supplement No. 2
to Prospectus Dated October 25, 2004
of**

THORATEC CORPORATION

Relating to

**\$247,427,000 Senior Subordinated Convertible Notes due 2034
and
Shares of Common Stock Issuable upon Conversion of the Notes**

This prospectus supplement no. 2 relates to the resale by selling securityholders of Thoratec Corporation's Senior Subordinated Convertible Notes Due 2034 and the shares of Thoratec common stock issuable upon conversion of the notes.

You should read this prospectus supplement no. 2 in conjunction with the prospectus dated October 25, 2004, which should be delivered in conjunction with this prospectus supplement. This prospectus supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus, including any amendments or supplements to it. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement supercedes information contained in the prospectus.

Investing in the notes and the common stock issuable upon conversion of the notes involves risk. See the discussion entitled Risk Factors beginning on page 6 of the prospectus dated October 25, 2004.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the prospectus dated October 25, 2004. Any representation to the contrary is a criminal offense.

The table under the caption Selling Securityholders beginning on page 51 of the prospectus is hereby supplemented and amended by adding a certain selling securityholder identified in the table below. We prepared this table based on information supplied to us by the selling securityholder named in the table below on or prior to January 19, 2005. Information about the selling securityholder may change over time. If required, any changed or new information given to us will be set forth in supplements to the prospectus or amendments to the registration statement of which this prospectus is a part, if and when necessary.

We have assumed for purposes of the table below that the selling securityholder will sell all of the notes and all of the common stock issuable upon conversion of the notes pursuant to this prospectus supplement and the prospectus, and that any other shares of our common stock beneficially owned by the selling securityholder will continue to be

beneficially owned.

Except as set forth below, the selling securityholder does not have, nor within the past three years has had, any position, office or other material relationship with us or any of our predecessors or affiliates.

The selling securityholder identified below may have sold, transferred or otherwise disposed of, pursuant to transactions exempt from the registration requirements of the Securities Act of 1933, as amended, all or a portion of its notes since the date on which it provided the information regarding its notes.

Name of Selling Securityholder	Principal Amount of Notes	Percentage of Notes Outstanding	Number of Shares of		Number of Shares of		Natural Person(s) with Voting or Investment Power
			Common Stock Beneficially Owned	Common Stock Offered	Common Stock Beneficially Owned	Common Stock Offered	
Deutsche Bank Securities Inc. #	167,000	*	4,920	4,920	0		Tom Sullivan

* Less than one percent (1%).

The selling securityholder is a registered broker-dealer.

(1) Assumes conversion of all of the holder's notes at a conversion rate of 29.4652 shares of common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment as described under Description of Notes Conversion Rights. As a result, the number of shares of common stock issuable upon conversion of the notes may increase or decrease in the future. Excludes shares of common stock that may be issued by us upon the repurchase of the notes as described under Description of Notes Repurchase of the Notes by Us at the Option of Holders Upon a Fundamental Change and fractional shares. Holders will receive a cash adjustment for any fractional share amount resulting from conversion of the notes, as described under Description of Notes Conversion Rights. in the prospectus.

(2) The number of shares of common stock beneficially owned by the holder named above is less than 1% of our outstanding common stock, calculated based on 49,663,384 shares of common stock outstanding as of September 13, 2004. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's notes, but we did not assume conversion of any other holder's notes.

(3) For the purposes of computing the number and percentage of notes and shares to be held by the selling shareholders after the conclusion of the offering, we have assumed for purposes of the table above that the selling securityholder named above will sell all of the notes and all of the common stock issuable upon conversion of the notes offered by this prospectus supplement and the prospectus, and that any other shares of our common stock beneficially owned by the selling securityholder will continue to be beneficially owned.

The date of this prospectus supplement is January 19, 2005.