

VIACELL INC
Form 4
January 29, 2007

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 *
TULLIS JAMES L L

(Last) (First) (Middle)

C/O TULLIS-DICKERSON & CO.,
INC., 2 GREENWICH PLAZA, 4TH
FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIACELL INC [VIAC]

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

01/25/2007

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 | 01/25/2007 | | X | (A) \$ 1.5 | 250,000 (1) 1,753,221 | I | See footnotes (2) (3) |
| Common Stock | 01/25/2007 | | S | (D) \$ 5.994 | 62,563 (1) 1,690,658 | I | See footnotes (2) (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant (Right to Buy) | \$ 1.5 | 01/25/2007 | | X | 250,000 | (4) | 11/12/2007 | Common Stock | 250,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TULLIS JAMES L L
C/O TULLIS-DICKERSON & CO., INC.
2 GREENWICH PLAZA, 4TH FLOOR
GREENWICH, CT 06830

X

Signatures

/s/ Gloria Skigen,
Attorney-in-Fact

01/29/2007

**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) Net exercise of warrant held by TD Javelin Capital Fund, L.P. for an aggregate acquisition of 187,437 shares of Common Stock.

Subsequent to the net exercise of the warrant described in footnote (1) above, TD Javelin Capital Fund, L.P. owns 716,937 shares; TD Javelin Capital Fund II, L.P. owns 413,654 shares; TD Lighthouse Capital Fund, L.P. owns 558,317 shares; Tullis-Dickerson Capital

(2) Focus II, L.P. owns no shares; TD Origen Capital Fund, L.P. owns no shares; and Tullis-Dickerson Partners II, L.L.C. owns 1,750 shares. The reporting person shares with other persons voting and/or dispositive power over such shares, and he disclaims beneficial ownership of such shares except to the extent of his proportionate pecuniary interests therein.

(3) The general partner of TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P. and TD Lighthouse Capital Fund, L.P. is TD II Regional Partners, Inc., of which the reporting person is chief executive officer. The general partner of TD Javelin Capital Fund, L.P. is JVP, L.P.; its general partner is JVP, Inc., of which the reporting person is chief executive officer. The general partner of Tullis-Dickerson Capital Focus II, L.P. is Tullis-Dickerson Partners II, L.L.C., of which the reporting person is a managing member.

(4) The warrant is owned by TD Javelin Capital Fund, L.P. and is exercisable at any time prior to its expiration date.

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.