

MAP Pharmaceuticals, Inc.
Form SC 13G/A
February 16, 2010

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1)***

MAP PHARMACEUTICALS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

565 09R108

(CUSIP Number)

DECEMBER 31, 2009

(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).

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

CUSIP No. 565 09R108

- | | | |
|-----|--|---|
| 1. | Name of Reporting Persons Skyline Expansion Fund, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="checkbox"/> | (1) |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware, United States of America | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 2,057,178 (2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 2,057,178 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,057,178 (2) | |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11) 8.4% (3) | |
| 12. | Type of Reporting Person (See Instructions) PN | |

(1) This Schedule 13G is filed by Skyline Expansion Fund, L.P., Skyline Expansion Fund Management, LLC, Skyline Venture Partners III, L.P., Skyline Venture Partners Qualified Purchaser Fund III, L.P., Skyline Venture Management III, LLC, John G. Freund and Yasunori Kaneko (collectively, the Skyline Entities). The Skyline Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 45,980 shares held by Skyline Venture Partners III, L.P.; (ii) 1,846,909 shares held by Skyline Venture Partners Qualified Purchaser Fund III, L.P.; and (iii) 164,289 shares held by Skyline Expansion Fund, L.P. Skyline Venture Management III, LLC is the sole general partner of Skyline Venture Partners Qualified Purchaser Fund III, L.P and Skyline Venture Partners III, L.P. Skyline Venture Management III, LLC is also the managing member of Skyline Expansion Fund Management, LLC, which is the sole general partner of Skyline Expansion Fund, L.P. John G. Freund and Yasunori Kaneko are managing directors of Skyline Venture Management III, LLC and share voting and dispositive power over the shares held by the Skyline Entities; however, they disclaim beneficial ownership of the shares held by these entities, except to the extent of their pecuniary interests therein.

(3) This percentage is calculated based upon 24,494,925 shares of the Issuer's common stock outstanding (as of November 2, 2009), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 6, 2009.

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

CUSIP No. 565 09R108

- | | |
|-----|--|
| 1. | Name of Reporting Persons Skyline Expansion Fund Management, LLC |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization Delaware, United States of America |
| 5. | Sole Voting Power 0 |
| 6. | Shared Voting Power 2,057,178 (2) |
| 7. | Sole Dispositive Power 0 |
| 8. | Shared Dispositive Power 2,057,178 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,057,178 (2) |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11) 8.4% (3) |
| 12. | Type of Reporting Person (See Instructions) OO |

(1) This Schedule 13G is filed by Skyline Expansion Fund, L.P., Skyline Expansion Fund Management, LLC, Skyline Venture Partners III, L.P., Skyline Venture Partners Qualified Purchaser Fund III, L.P., Skyline Venture Management III, LLC, John G. Freund and Yasunori Kaneko (collectively, the Skyline Entities). The Skyline Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 45,980 shares held by Skyline Venture Partners III, L.P.; (ii) 1,846,909 shares held by Skyline Venture Partners Qualified Purchaser Fund III, L.P.; and (iii) 164,289 shares held by Skyline Expansion Fund, L.P. Skyline Venture Management III, LLC is the sole general partner of Skyline Venture Partners Qualified Purchaser Fund III, L.P and Skyline Venture Partners III, L.P. Skyline Venture Management III, LLC is also the managing member of Skyline Expansion Fund Management, LLC, which is the sole general partner of Skyline Expansion Fund, L.P. John G. Freund and Yasunori Kaneko are managing directors of Skyline Venture Management III, LLC and share voting and dispositive power over the shares held by the Skyline Entities; however, they disclaim beneficial ownership of the shares held by these entities, except to the extent of their pecuniary interests therein.

(3) This percentage is calculated based upon 24,494,925 shares of the Issuer s common stock outstanding (as of November 2, 2009), as set forth in the Issuers most recent 10-Q, filed with the Securities and Exchange Commission on November 6, 2009.

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

CUSIP No. 565 09R108

- | | | |
|-----|--|---|
| 1. | Name of Reporting Persons Skyline Venture Partners III, L.P. | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="checkbox"/> | (1) |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware, United States of America | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 2,057,178 (2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 2,057,178 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,057,178 (2) | |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11) 8.4% (3) | |
| 12. | Type of Reporting Person (See Instructions) PN | |

(1) This Schedule 13G is filed by Skyline Expansion Fund, L.P., Skyline Expansion Fund Management, LLC, Skyline Venture Partners III, L.P., Skyline Venture Partners Qualified Purchaser Fund III, L.P., Skyline Venture Management III, LLC, John G. Freund and Yasunori Kaneko (collectively, the Skyline Entities). The Skyline Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 45,980 shares held by Skyline Venture Partners III, L.P.; (ii) 1,846,909 shares held by Skyline Venture Partners Qualified Purchaser Fund III, L.P.; and (iii) 164,289 shares held by Skyline Expansion Fund, L.P. Skyline Venture Management III, LLC is the sole general partner of Skyline Venture Partners Qualified Purchaser Fund III, L.P and Skyline Venture Partners III, L.P. Skyline Venture Management III, LLC is also the managing member of Skyline Expansion Fund Management, LLC, which is the sole general partner of Skyline Expansion Fund, L.P. John G. Freund and Yasunori Kaneko are managing directors of Skyline Venture Management III, LLC and share voting and dispositive power over the shares held by the Skyline Entities; however, they disclaim beneficial ownership of the shares held by these entities, except to the extent of their pecuniary interests therein.

(3) This percentage is calculated based upon 24,494,925 shares of the Issuer's common stock outstanding (as of November 2, 2009), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 6, 2009.

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

CUSIP No. 565 09R108

- | | |
|-----|--|
| 1. | Name of Reporting Persons Skyline Venture Partners Qualified Purchaser Fund III, L.P. |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization Delaware, United States of America |
| 5. | Sole Voting Power 0 |
| 6. | Shared Voting Power 2,057,178 (2) |
| 7. | Sole Dispositive Power 0 |
| 8. | Shared Dispositive Power 2,057,178 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,057,178 (2) |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11) 8.4% (3) |
| 12. | Type of Reporting Person (See Instructions) PN |

(1) This Schedule 13G is filed by Skyline Expansion Fund, L.P., Skyline Expansion Fund Management, LLC, Skyline Venture Partners III, L.P., Skyline Venture Partners Qualified Purchaser Fund III, L.P., Skyline Venture Management III, LLC, John G. Freund and Yasunori Kaneko (collectively, the Skyline Entities). The Skyline Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 45,980 shares held by Skyline Venture Partners III, L.P.; (ii) 1,846,909 shares held by Skyline Venture Partners Qualified Purchaser Fund III, L.P.; and (iii) 164,289 shares held by Skyline Expansion Fund, L.P. Skyline Venture Management III, LLC is the sole general partner of Skyline Venture Partners Qualified Purchaser Fund III, L.P and Skyline Venture Partners III, L.P. Skyline Venture Management III, LLC is also the managing member of Skyline Expansion Fund Management, LLC, which is the sole general partner of Skyline Expansion Fund, L.P. John G. Freund and Yasunori Kaneko are managing directors of Skyline Venture Management III, LLC and share voting and dispositive power over the shares held by the Skyline Entities; however, they disclaim beneficial ownership of the shares held by these entities, except to the extent of their pecuniary interests therein.

(3) This percentage is calculated based upon 24,494,925 shares of the Issuer s common stock outstanding (as of November 2, 2009), as set forth in the Issuers most recent 10-Q, filed with the Securities and Exchange Commission on November 6, 2009.

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

CUSIP No. 565 09R108

- | | | |
|-----|--|---|
| 1. | Name of Reporting Persons Skyline Venture Management III, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="checkbox"/> (1) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Delaware, United States of America | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 2,057,178 (2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 2,057,178 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,057,178 (2) | |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11) 8.4% (3) | |
| 12. | Type of Reporting Person (See Instructions) OO | |

(1) This Schedule 13G is filed by Skyline Expansion Fund, L.P., Skyline Expansion Fund Management, LLC, Skyline Venture Partners III, L.P., Skyline Venture Partners Qualified Purchaser Fund III, L.P., Skyline Venture Management III, LLC, John G. Freund and Yasunori Kaneko (collectively, the Skyline Entities). The Skyline Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 45,980 shares held by Skyline Venture Partners III, L.P.; (ii) 1,846,909 shares held by Skyline Venture Partners Qualified Purchaser Fund III, L.P.; and (iii) 164,289 shares held by Skyline Expansion Fund, L.P. Skyline Venture Management III, LLC is the sole general partner of Skyline Venture Partners Qualified Purchaser Fund III, L.P and Skyline Venture Partners III, L.P. Skyline Venture Management III, LLC is also the managing member of Skyline Expansion Fund Management, LLC, which is the sole general partner of Skyline Expansion Fund, L.P. John G. Freund and Yasunori Kaneko are managing directors of Skyline Venture Management III, LLC and share voting and dispositive power over the shares held by the Skyline Entities; however, they disclaim beneficial ownership of the shares held by these entities, except to the extent of their pecuniary interests therein.

(3) This percentage is calculated based upon 24,494,925 shares of the Issuer's common stock outstanding (as of November 2, 2009), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 6, 2009.

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

CUSIP No. 565 09R108

- | | | |
|-----|--|---|
| 1. | Name of Reporting Persons John G. Freund | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="checkbox"/> | (1) |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization California, United States of America | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 2,057,178 (2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 2,057,178 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,057,178 (2) | |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11) 8.4% (3) | |
| 12. | Type of Reporting Person (See Instructions) IN | |

(1) This Schedule 13G is filed by Skyline Expansion Fund, L.P., Skyline Expansion Fund Management, LLC, Skyline Venture Partners III, L.P., Skyline Venture Partners Qualified Purchaser Fund III, L.P., Skyline Venture Management III, LLC, John G. Freund and Yasunori Kaneko (collectively, the Skyline Entities). The Skyline Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 45,980 shares held by Skyline Venture Partners III, L.P.; (ii) 1,846,909 shares held by Skyline Venture Partners Qualified Purchaser Fund III, L.P.; and (iii) 164,289 shares held by Skyline Expansion Fund, L.P. Skyline Venture Management III, LLC is the sole general partner of Skyline Venture Partners Qualified Purchaser Fund III, L.P and Skyline Venture Partners III, L.P. Skyline Venture Management III, LLC is also the managing member of Skyline Expansion Fund Management, LLC, which is the sole general partner of Skyline Expansion Fund, L.P. John G. Freund and Yasunori Kaneko are managing directors of Skyline Venture Management III, LLC and share voting and dispositive power over the shares held by the Skyline Entities; however, they disclaim beneficial ownership of the shares held by these entities, except to the extent of their pecuniary interests therein.

(3) This percentage is calculated based upon 24,494,925 shares of the Issuer's common stock outstanding (as of November 2, 2009), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 6, 2009.

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

CUSIP No. 565 09R108

- | | | |
|-----|--|---|
| 1. | Name of Reporting Persons Yasunori Kaneko | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input checked="" type="checkbox"/> (1) | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization California, United States of America | |
| 5. | | Sole Voting Power 0 |
| 6. | | Shared Voting Power 2,057,178 (2) |
| 7. | | Sole Dispositive Power 0 |
| 8. | | Shared Dispositive Power 2,057,178 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,057,178 (2) | |
| 10. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (11) 8.4% (3) | |
| 12. | Type of Reporting Person (See Instructions) IN | |

(1) This Schedule 13G is filed by Skyline Expansion Fund, L.P., Skyline Expansion Fund Management, LLC, Skyline Venture Partners III, L.P., Skyline Venture Partners Qualified Purchaser Fund III, L.P., Skyline Venture Management III, LLC, John G. Freund and Yasunori Kaneko (collectively, the Skyline Entities). The Skyline Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 45,980 shares held by Skyline Venture Partners III, L.P.; (ii) 1,846,909 shares held by Skyline Venture Partners Qualified Purchaser Fund III, L.P.; and (iii) 164,289 shares held by Skyline Expansion Fund, L.P. Skyline Venture Management III, LLC is the sole general partner of Skyline Venture Partners Qualified Purchaser Fund III, L.P and Skyline Venture Partners III, L.P. Skyline Venture Management III, LLC is also the managing member of Skyline Expansion Fund Management, LLC, which is the sole general partner of Skyline Expansion Fund, L.P. John G. Freund and Yasunori Kaneko are managing directors of Skyline Venture Management III, LLC and share voting and dispositive power over the shares held by the Skyline Entities; however, they disclaim beneficial ownership of the shares held by these entities, except to the extent of their pecuniary interests therein.

(3) This percentage is calculated based upon 24,494,925 shares of the Issuer's common stock outstanding (as of November 2, 2009), as set forth in the Issuer's most recent 10-Q, filed with the Securities and Exchange Commission on November 6, 2009.

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

| Skyline Entity | Shares Held Directly | Sole Voting Power | Shared Voting Power | Sole Dispositive Power | Shared Dispositive Power | Beneficial Ownership | Percentage of Class |
|---|----------------------|-------------------|---------------------|------------------------|--------------------------|----------------------|---------------------|
| Skyline Expansion Fund, L.P. | 164,289 | 0 | 2,057,178 | 0 | 2,057,178 | 2,057,178 | 8.4% |
| Skyline Expansion Fund Management, LLC | 0 | 0 | 2,057,178 | 0 | 2,057,178 | 2,057,178 | 8.4% |
| Skyline Venture Partners III, L.P. | 45,980 | 0 | 2,057,178 | 0 | 2,057,178 | 2,057,178 | 8.4% |
| Skyline Venture Partners Qualified Purchaser Fund III, L.P. | 1,846,909 | 0 | 2,057,178 | 0 | 2,057,178 | 2,057,178 | 8.4% |
| Skyline Venture Management III, LLC | 0 | 0 | 2,057,178 | 0 | 2,057,178 | 2,057,178 | 8.4% |
| John G. Freund | 0 | 0 | 2,057,178 | 0 | 2,057,178 | 2,057,178 | 8.4% |
| Yasunori Kaneko | 0 | 0 | 2,057,178 | 0 | 2,057,178 | 2,057,178 | 8.4% |

CUSIP No. 565 09R108

Item 5

Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6

Ownership of More than Five Percent 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.

CUSIP No. 565 09R108

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.

February 12, 2010

SKYLINE EXPANSION FUND, L.P.

BY: SKYLINE EXPANSION FUND MANAGEMENT,
LLC

ITS: GENERAL PARTNER

BY: SKYLINE VENTURE MANAGEMENT III, LLC
ITS: MANAGING MEMBER

By: /s/ John G. Freund
John G. Freund
Managing Director

February 12, 2010

SKYLINE EXPANSION FUND MANAGEMENT, LLC

BY: SKYLINE VENTURE MANAGEMENT III, LLC
ITS: MANAGING MEMBER

By: /s/ John G. Freund
John G. Freund
Managing Director

February 12, 2010

SKYLINE VENTURE PARTNERS III, L.P.

BY: SKYLINE VENTURE MANAGEMENT III, LLC
ITS: GENERAL PARTNER

By: /s/ John G. Freund
John G. Freund
Managing Director

February 12, 2010

SKYLINE VENTURE PARTNERS QUALIFIED PURCHASER FUND III, L.P.

BY: SKYLINE VENTURE MANAGEMENT III, LLC
ITS: GENERAL PARTNER

By: /s/ John G. Freund
John G. Freund
Managing Director

Edgar Filing: MAP Pharmaceuticals, Inc. - Form SC 13G/A

February 12, 2010

SKYLINE VENTURE MANAGEMENT III, LLC

By: /s/ John G. Freund
John G. Freund
Managing Member

February 12, 2010

By: /s/ John G. Freund
John G. Freund

February 12, 2010

By: /s/ Yasunori Kaneko
Yasunori Kaneko

EXHIBIT INDEX

Exhibit No.

99.1 Agreement pursuant to 13d-1(k)(1) among Skyline Expansion Fund, L.P., Skyline Expansion Fund Management LLC, Skyline Venture Partners III, L.P., Skyline Venture Partners Qualified Purchaser Fund III, L.P., Skyline Venture Management III, LLC, John G. Freund and Yasunori Kaneko.