

HEMOSENSE INC
Form 3
June 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MPM BIOVENTURES II QP LP | | | (Month/Day/Year) | HEMOSENSE INC [HEMO] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O MPM ASSET MANAGEMENT,Â 111 HUNTINGTON AVE., 31ST FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | |
| | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | |
| | | | | (give title below) | (specify below) |
| BOSTON,Â MAÂ 02199 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|------------------|
| Series C-3 Preferred Stock | Â (1) | Â (1) | Common Stock | 14,149,452 (2) | \$ (1) | I | See Footnote (2) |
| Common Stock Warrant (Right to Buy) | Â (3) | 04/25/2010 | Common Stock | 25,804 (4) | \$ 9 (4) | I | See Footnote (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM BIOVENTURES II GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT INVESTORS 2000B LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â | Â X | Â | Â |
| STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR | Â | Â X | Â | Â |

BOSTON, MA 02199

GALAKATOS NICHOLAS
 C/O MPM ASSET MANAGEMENT
 111 HUNTINGTON AVE., 31ST FLOOR
 BOSTON, MA 02199

^ ^ X ^ ^

EVNIN LUKE
 C/O MPM ASSET MANAGEMENT
 111 HUNTINGTON AVE., 31ST FLOOR
 BOSTON, MA 02199

^ ^ X ^ ^

Signatures

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P /s/ Luke Evnin 06/13/2005

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P /s/ Luke Evnin 06/13/2005

__Signature of Reporting Person Date

By Luke Evnin, member of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin 06/13/2005

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management Investors 2000B LLC /s/ Luke Evnin 06/13/2005

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin 06/13/2005

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II, LLC /s/ Luke Evnin 06/13/2005

__Signature of Reporting Person Date

/s/ Ansbert Gadicke 06/13/2005

__Signature of Reporting Person Date

/s/ Michael Steinmetz 06/13/2005

__Signature of Reporting Person Date

/s/ Nicholas Galakatos 06/13/2005

__Signature of Reporting Person Date

/s/ Luke Evnin 06/13/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Each share of Series C-3 Preferred Stock will convert automatically into 0.25 shares of Common Stock immediately prior to the closing of the Issuer's initial public offering.

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Does not reflect the conversion of the Series C-3 Preferred Stock into Common Stock. The shares are held as follows: 9,525,412 by MPM BioVentures II-QP, L.P. ("BV II QP"), 1,051,305 by MPM BioVentures II, L.P. ("BV II"), 219,315 by MPM Asset Management Investors 2000B LLC ("AM 2000B") and 3,353,420 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset

(2) Management II, L.P. ("AM II GP") and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM II LLC and AM 2000B Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

(3) Immediately

Calculated based on an assumed exercise price of \$9.00 per share, the mid-point of the price range of the issuer's initial public offering.

(4) The number of shares issuable upon the exercise of this warrant may be calculated by dividing an aggregate of \$232,236 by the exercise price per share. The exercise price will be set at the price per share paid by the investors in the issuer's initial public offering.

(5) The shares are held as follows: 17,372 by BV II QP, 1,917 by BV II, 399 by AM 2000B and 6,116 by BV KG.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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