

EPOCRATES INC
Form 3
February 01, 2011

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 GOLDMAN SACHS GROUP INC | | | (Month/Day/Year) | EPOCRATES INC [EPOC] | |
| (Last) | (First) | (Middle) | 02/01/2011 | | |
| 200 WEST STREET | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10282 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <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) |
|------------------------------------|--|---|--|
| Common Stock | 3,017,274 | I | See footnote <u>(1)</u> |

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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|----------------------------------|----------------------------|
| Stock Option (right to buy) | Â (2) | 12/16/2019 | Common Stock 15,720 (2) \$ 10.17 | I See footnote (2) |
| Stock Option (right to buy) | Â (3) | 10/27/2020 | Common Stock 15,720 (3) \$ 13.36 | I See footnote (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |

Signatures

/s/ Yvette Kotic,
Attorney-in-fact 02/01/2011
 **Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 02/01/2011
 **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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person (1) disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 3,017,274 shares of common stock, par value \$0.001 per share, of Epocrates, Inc. (the "Company").

Goldman Sachs and GS Group may be deemed to beneficially own 15,720 stock options that were granted to Darren W. Cohen, a managing director of Goldman Sachs who at the time of the grant was a director of the Company (the "Former Director"), in 2009 (2) pursuant to the Epocrates, Inc. 2008 Equity Incentive Plan (the "Plan"). The 15,720 shares subject to the stock option are fully vested and exercisable. The Former Director has an understanding with Goldman Sachs pursuant to which such shares are held for the benefit of Goldman Sachs.

Goldman Sachs and GS Group may be deemed to beneficially own 15,720 stock options that were granted to the Former Director in 2010 (3) pursuant to the Plan. The 15,720 shares subject to the stock option vest in equal monthly installments over one year from October 1, 2010. The Former Director has an understanding with Goldman Sachs pursuant to which such shares are held for the benefit of Goldman Sachs.

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.