

HEMOSENSE INC
Form 4
July 06, 2005

FORM 4

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

OMB APPROVAL

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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 *
MPM BIOVENTURES II QP LP

(Last) (First) (Middle)

C/O MPM ASSET
MANAGEMENT, 111
HUNTINGTON AVE., 31ST
FLOOR

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEMOSENSE INC [HEM]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/01/2005		C		3,537,359	A	11	3,537,359	I	See Footnote (2)
Common Stock	07/01/2005		P		766,360 (4)	A	\$ 5.5	4,303,719	I	See Footnote (5)

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

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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 of Number of Shares
Series C-3 Preferred Stock	(1)	07/01/2005		C	14,149,452	(1)	(1)	Common Stock	3,537,322

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		X		
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM BIOVENTURES II GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM ASSET MANAGEMENT INVESTORS 2000B LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR		X		

BOSTON, MA 02199

GADICKE ANSBERT
 C/O MPM ASSET MANAGEMENT X
 111 HUNTINGTON AVE., 31ST FLOOR
 BOSTON, MA 02199

STEINMETZ MICHAEL
 C/O MPM ASSET MANAGEMENT X
 111 HUNTINGTON AVE., 31ST FLOOR
 BOSTON, MA 02199

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

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

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 07/06/2005

__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 07/06/2005

__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 Special Limited Partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin 07/06/2005

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management Investors 2000B LLC /s/ Luke Evnin 07/06/2005

__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 07/06/2005

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II, LLC /s/ Luke Evnin 07/06/2005

__Signature of Reporting Person Date

/s/ Ansbert Gadicke 07/06/2005

__Signature of Reporting Person Date

/s/ Michael Steinmetz 07/06/2005

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__Signature of Reporting Person

Date

/s/ Nicholas Galakatos

07/06/2005

__Signature of Reporting Person

Date

/s/ Luke Evnin

07/06/2005

__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) Each share of Series C-3 Preferred Stock automatically converted into 0.25 shares of Common Stock immediately prior to the closing of the Issuer's initial public offering.

The shares are held as follows: 2,381,352 by MPM BioVentures II-QP, L.P. ("BV II QP"), 262,825 by MPM BioVentures II, L.P. ("BV II"), 54,828 by MPM Asset Management Investors 2000B LLC ("AM 2000B") and 838,354 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset 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) No shares owned.
- (4) The shares were purchased as follows: 515,914 by BV II QP, 56,940 by BV II, 11,879 by AM 2000B and 181,627 by BV KG.
- (5) The shares are held as follows: 2,897,266 by BV II QP, 319,765 by BV II, 66,707 by AM 2000B and 1,019,981 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

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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