

ARQULE INC
Form SC 13G/A
June 04, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

ArQule, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04269E 10 7

(CUSIP Number)

May 21, 2001

(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)

(Continued on following pages)

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Exhibit Index Contained on Page 10

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1 NAME OF REPORTING ENTITY John
Shoch ("Shoch")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 21,235 shares.

6 SHARED VOTING
POWER
owned by
L.P.; 9,731
by AMA98
44,463 shares
Investors,
shares are owned by
L.P. The general
these
Ventures 1998,
Shoch is a
33,659 shares
81,099 shares are
AMA98 Ventures,
shares are owned
Corporate, L.P.;
are owned by AMA98
L.P.; 17,908
AMA98 Partners,
partner of each of
entities is Alloy
LLC, of which
managing member.
are owned by Asset

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Management

L.P., the

which is AMC

Shoch is a

AMC

Shoch may be

shared power to

described

Associates 1996,

general partner of

Partners 96, L.P.

general partner of

Partners 96, L.P.

deemed to have a

vote the shares

therein.

POWER

7

SOLE DISPOSITIVE

item 5

see response to

POWER

8

SHARED VOTING

item 6

see response to

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

208,095

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

[]

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.0%

12

TYPE OF REPORTING PERSON*

IN

[FN]

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these partner of each of
 Ventures 1998, entities is Alloy
 Taylor is a LLC, of which
 33,659 shares managing member.
 Management are owned by Asset
 L.P., the Associates 1996,
 which is AMC general partner of
 Taylor is a Partners 96, L.P.
 AMC general partner of
 Taylor may be Partners 96, L.P.
 shared power to deemed to have a
 described vote the shares

POWER 7 SOLE DISPOSITIVE
 see response to
 item 5

POWER 8 SHARED VOTING
 see response to
 item 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 216,900

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*
 []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 1.1%

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12 TYPE OF REPORTING PERSON*

IN

[FN]

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING ENTITY Douglas E.
Kelly ("Kelly")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 6,909 shares.
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

POWER 6 SHARED VOTING
owned by 81,099 shares are
L.P.; 9,731 AMA98 Ventures,
by AMA98 shares are owned
Corporate, L.P.;

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44,463 shares
Investors,
shares are owned by
L.P. The general
these
Ventures 1998,
Kelly is a
33,659 shares
Management
L.P., the
which is AMC
Kelly is a
AMC
Kelly may be
shared power to
described

are owned by AMA98
L.P.; 17,908
AMA98 Partners,
partner of each of
entities is Alloy
LLC, of which
managing member.
are owned by Asset
Associates 1996,
general partner of
Partners 96, L.P.
general partner of
Partners 96, L.P.
deemed to have a
vote the shares
therein.

POWER 7 SOLE DISPOSITIVE
see response to
item 5

POWER 8 SHARED VOTING
see response to
item 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
193,769

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*
[]

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.0%

12 TYPE OF REPORTING PERSON*
IN

[FN]

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING ENTITY Tony Di
Bona ("Di Bona")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Australia

NUMBER OF 5 SOLE VOTING POWER
SHARES 3,010 shares.
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

6 SHARED VOTING

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POWER

owned by
 L.P.; 9,731
 by AMA98
 44,463 shares
 Investors,
 shares are owned by
 L.P. The general
 these
 Ventures 1998,
 Bona is a
 33,659 shares
 Management
 L.P., the
 which is AMC
 Di Bona is a
 AMC
 Di Bona may be
 shared power to
 described

81,099 shares are
 AMA98 Ventures,
 shares are owned
 Corporate, L.P.;
 are owned by AMA98
 L.P.; 17,908
 AMA98 Partners,
 partner of each of
 entities is Alloy
 LLC, of which Di
 managing member.
 are owned by Asset
 Associates 1996,
 general partner of
 Partners 96, L.P.
 general partner of
 Partners 96, L.P.
 deemed to have a
 vote the shares
 therein.

POWER

7

SOLE DISPOSITIVE

item 5

see response to

POWER

8

SHARED VOTING

item 6

see response to

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

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REPORTING PERSON

189,870

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.9%

12 TYPE OF REPORTING PERSON*

IN

[FN]

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Page

ITEM 1(A). NAME OF ISSUER

Arqule, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE
OFFICES

19 Presidential Way
Woburn, Massachusetts 01801

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by John Shoch
("Shoch"), Craig
Taylor ("Taylor"), Douglas E. Kelly ("Kelly"), and Tony Di Bona
("Di Bona").
The foregoing entities and individuals are collectively referred
to as the
"Reporting Persons."

AMC Partners 96, L.P. is the general partner
of Asset
Management Associates 1996, L.P. Shoch, Taylor, Kelly and Di
Bona are
general partners of AMC Partners 96, L.P. Shoch, Taylor, Kelly

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and Di Bona may be deemed to have indirect beneficial ownership of shares of the issuer owned directly by Asset Management Associates 1996, L.P.

Alloy Ventures 1998, LLC is the general partner of AMA98 Ventures, L.P., AMA98 Corporate, L.P., AMA98 Investors, L.P. and AMA98 Partners, L.P. Shoch, Taylor, Kelly and Di Bona are the managing members of Alloy Ventures 1998, LLC. Shoch, Taylor, Kelly and Di Bona may be deemed to have indirect beneficial ownership of shares of the issuer owned directly by AMA98 Ventures, L.P., AMA98 Corporate, L.P., AMA98 Investors, L.P. and AMA98 Partners, L.P.

Shoch, Taylor, Kelly and Di Bona hereby disclaim beneficial ownership of shares of issuer directly owned by Asset Management Associates 1996, L.P., AMA98 Ventures, L.P., AMA98 Corporate, L.P., AMA98 Investors, L.P. and AMA98 Partners, L.P. except to the extent of any indirect pecuniary interest therein.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons is:

Alloy Ventures.
480 Cowper Street, 2nd Floor.
Palo Alto, CA 94301

ITEM 2(C) CITIZENSHIP

Shoch, Taylor, and Kelly are all United States citizens.

Di Bona is an Australian citizen.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock
CUSIP # 04269E 10 7

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ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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 [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of Asset Management Associates 1996, L.P., AMA98 Ventures, L.P., AMA98 Corporate, L.P., AMA98 Investors, L.P. and AMA98 Partners, L.P. the general and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Arqule, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Executed this 31st day of May, 2001.

/s/ John Shoch

JOHN SHOCH

/s/ Craig Taylor

CRAIG TAYLOR

/s/ Douglas E. Kelly

DOUGLAS E. KELLY

/s/ Tony Di Bona

TONY DI BONA