

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 *

Â MPM BIOVENTURES II QP
LP

(Last) (First) (Middle)

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

(Street)

BOSTON,Â MAÂ 02199

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
06/13/2005

3. Issuer Name **and** Ticker or Trading Symbol
HEMOSENSE INC [HEMO]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

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 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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information contained in this form are not
required to respond unless the form displays a
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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,Â MAÂ 02199	Â	Â X	Â	Â
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 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,Â MAÂ 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT INVESTORS 2000B LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 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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