

BAB BIO VENTURES NV  
 Form 3/A  
 January 28, 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	
M P M B I O V E N T U R E S I L L C			(Month/Day/Year)	V I A C E L L I N C [ V I A C ]	
(Last)	(First)	(Middle)	01/19/2005		
C/O MPM ASSET MANAGEMENT, 111 HUNTINGTON AVENUE, 31ST FLOOR			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		01/19/2005
BOSTON, MA 02199			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)		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
(City)	(State)	(Zip)			

**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)
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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)	
Common Stock Warrant	Â (1)	11/12/2007	Common Stock	333,333	\$ 1.5	I	See Footnote (2)
Common Stock Warrant	Â (1)	05/21/2009	Common Stock	100,000	\$ 1.5	I	See Footnote (2)
Series D Preferred Stock	Â (3)	Â (3)	Common Stock	666,667	\$ 0 (3)	I	See Footnote (2)
Series E Preferred Stock	Â (3)	Â (3)	Common Stock	1,666,667	\$ 0 (3)	I	See Footnote (2)
Series G Preferred Stock	Â (3)	Â (3)	Common Stock	2,000,000	\$ 0 (3)	I	See Footnote (4)
Series H Preferred Stock	Â (3)	Â (3)	Common Stock	470,155	\$ 0 (3)	I	See Footnote (5)
Series I Preferred Stock	Â (3)	Â (3)	Common Stock	194,128	\$ 0 (3)	I	See Footnote (7)
Series J Preferred Stock	Â (3)	Â (3)	Common Stock	125,000	\$ 0 (3)	I	See Footnote (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIO VENTURES I LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVENUE, 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BB BIOVENTURES L P C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVENUE, 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BAB BIO VENTURES LLP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVENUE, 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
BAB BIO VENTURES NV C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVENUE, 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT INVESTORS 2000A LLC C/O MPM ASSET MANAGEMENT	Â	Â X	Â	Â

111 HUNTINGTON AVENUE, 31ST FLOOR  
BOSTON, MA 02199

MPM BIO VENTURES PARALLEL FUND L P  
C/O MPM ASSET MANAGEMENT  
111 HUNTINGTON AVENUE, 31ST FLOOR  
BOSTON, MA 02199

^ ^ X ^ ^

MPM BIO VENTURES I LP  
C/O MPM ASSET MANAGEMENT  
111 HUNTINGTON AVENUE, 31ST FLOOR  
BOSTON, MA 02199

^ ^ X ^ ^

## Signatures

By Luke Evnin, manager of MPM BioVentures I LLC /s/ Luke Evnin	01/28/2005
**Signature of Reporting Person	Date
By Ansbert Gadicke, managing director of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P., the general partner of BB BioVentures L.P. /s/ Ansbert Gadicke	01/28/2005
**Signature of Reporting Person	Date
By Ansbert Gadicke, managing director of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P. /s/ Ansbert Gadicke	01/28/2005
**Signature of Reporting Person	Date
By Ansbert Gadicke, managing director of BAB BioVentures NV /s/ Ansbert Gadicke	01/28/2005
**Signature of Reporting Person	Date
By Luke Evnin, manager of MPM Asset Management Investors 2000A LLC /s/ Luke Evnin	01/28/2005
**Signature of Reporting Person	Date
By Luke Evnin, manager of MPM BioVentures I LLC, the general partner of MPM BioVentures I L.P., the general partner of MPM BioVentures Parallel Fund, L.P. /s/ Luke Evnin	01/28/2005
**Signature of Reporting Person	Date
By Luke Evnin, manager of MPM BioVentures I LLC, the general partner of MPM BioVentures I L.P. /s/ Luke Evnin	01/28/2005
**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) Immediately exercisable.
- (2) The securities are held by BB BioVentures L.P.
- (3) Each share of Preferred Stock will convert automatically on a 1 for 1 basis into shares of Common Stock upon the closing of Issuer's initial public offering.
- (4) The shares are held as follows: 1,720,000 by BB BioVentures, L.P. ("BB BioVentures"), 260,600 by MPM BioVentures Parallel Fund, L.P. ("MPM Parallel") and 19,400 by MPM Asset Management Investors 2000A LLC ("MPM Asset"). BB BioVentures is under common control with MPM Parallel. BAB BioVentures L.P. ("BAB BV"), BAB BioVentures NV and MPM BioVentures I LLC ("BioVentures LLC") are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. ("BioVentures LP") and BioVentures LLC are the direct and indirect general partners of MPM Parallel. The Reporting person is a manager of MPM Investors, BioVentures LLC and MPM Asset. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his

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pecuniary interest therein.

- (5) The shares are held as follows: 404,334 by BB BioVentures, 61,261 by MPM Parallel and 4,560 by MPM Asset.
- (6) The shares are held as follows: 111,167 by BB BioVentures, 12,620 by MPM Parallel and 1,213 by MPM Asset.

The shares are held as follows: 130,880 by MPM BioVentures II-QP, L.P. ("BV II QP"), 14,444 by MPM BioVentures II, L.P. ("BV II"), 2,715 by MPM Asset Management Investors 2001 LLC ("AM 2001") and 46,089 by MPM BioVentures GmbH & Co.

- (7) 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. The Reporting Person is a member of AM 2001 and AM II LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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**Remarks:**

ThisÂ amendmentÂ isÂ beingÂ filedÂ solelyÂ toÂ includeÂ MPMÂ AssetÂ ManagementÂ InvestorsÂ 2000AÂ LLCÂ whichÂ wasÂ filedÂ asÂ partÂ ofÂ thisÂ filing.Â SeeÂ FormÂ 3Â filedÂ forÂ MPMÂ BioVenturesÂ IIÂ LLCÂ forÂ additionalÂ membersÂ ofÂ theÂ jointÂ

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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