

HEMOSENSE INC
Form 3/A
June 28, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *

WHEELER KURT
(Last) (First) (Middle)

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

BOSTON, MA 02199
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
06/28/2005

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

06/13/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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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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 Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | 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 | 42,225 (4) (6) | \$ 5.5 (4) (7) | I | See Footnote (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WHEELER KURT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199 | Â X | Â X | Â | Â |

Signatures

/s/ Kurt Wheeler 06/28/2005
 **Signature of Date
 Reporting Person

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.
 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 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 2000B and AM II LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (2) Immediately.
 Calculated based on an assumed exercise price of \$5.50 per share. The number of shares issuable upon the exercise of this warrant may be calculated by dividing an aggregate of \$232,237.50 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.
- (3) The shares are held as follows: 28,427 by BV II QP, 3,137 by BV II, 654 by AM 2000B and 10,007 by BV KG.
- (4) On June 13, 2005, the Reporting Person mistakenly filed a Form 3 reporting warrants for an aggregate of 25,804 shares of Common Stock. As of June 28, 2005, the Reporting Person owned warrants for an aggregate of 42,225 shares.
- (5) On June 13, 2005, the Reporting Person mistakenly filed a Form 3 reporting a conversion price of \$9.00. As of June 28, 2005, the conversion price is \$5.50.

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Remarks:

This report is being amended to change the Date of Event Requiring Statement to June 28, 2005, Statement on Form S-1.

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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