

SEQUENOM INC
Form 3
June 12, 2006

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 *
Siemens Venture Capital GmbH

(Last) (First) (Middle)

WITTELSBACHERPLATZ 2

(Street)

MUNICH, DE D-80333

(City) (State) (Zip)

2. Date of Event Requiring Statement
(Month/Day/Year)
05/31/2006

3. Issuer Name and Ticker or Trading Symbol
SEQUENOM INC [SQNMD]

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)

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) |
|------------------------------------|--|---|--|
| Common Shares (par value \$0.001) | 2,424,242 ⁽¹⁾ | D ⁽³⁾ | Å |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|----------|------------------|-----------------|----------------------------------|----------------------------|
| Warrants | Â (2) | Â (2) | Common Stock 1,454,546 (1) | \$ 2.1 (2) D (3) Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Siemens Venture Capital GmbH WITTELSBACHERPLATZ 2 MUNICH,Â DEÂ D-80333 | Â | Â X | Â | Â |
| SIEMENS AKTIENGESELLSCHAFT WITTELSBACHERPLATZ 2 MUNICH,Â DEÂ D-80333 | Â | Â X | Â | Â |

Signatures

| | |
|---|------------|
| SIEMENS VENTURE CAPITAL GMBH /s/ Dr. Ralf Schnell | 06/12/2006 |
| __Signature of Reporting Person | Date |
| SIEMENS VENTURE CAPITAL GMBH /s/ Thomas Kolbinger | 06/12/2006 |
| __Signature of Reporting Person | Date |
| SIEMENS AKTIENGESELLSCHAFT /s/ Dominik Asam | 06/12/2006 |
| __Signature of Reporting Person | Date |
| SIEMENS AKTIENGESELLSCHAFT /s/ Dr. Werner Schick | 06/12/2006 |
| __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) Pursuant to an Amended and Restated Securities Purchase Agreement (the "Purchase Agreement") dated as of March 30, 2006 by and among the Issuer, Com Vest Investment Partners II LLC ("Com Vest"), LB I Group Inc. ("LBIG"), Pequot Private Equity Fund IV, L.P. ("Pequot") and Siemens Venture Capital GmbH ("Siemens Venture Capital"), as adjusted to give effect to a 1-for-3 reverse stock split effected on June 1, 2006, the Issuer agreed to issue and sell to Siemens Venture Capital, and Siemens Venture Capital agreed to purchase, (i) 2,424,242 shares of Common Stock (the "Shares") and (ii) warrants to purchase up to 1,454,546 shares of Common Stock (the "Warrants").
- The Warrants have a term of seven years and are exercisable, in whole or in part, at any time at an exercise price of \$2.10 per share,
- (2) subject to adjustment for certain dilutive equity issuances and for stock splits, further reverse stock splits, stock dividends, mergers, reclassifications, reorganizations and other similar events.
 - (3) On the date hereof, Siemens Aktiengesellschaft, as sole shareholder of Siemens Venture Capital, has sole voting and dispositive power over the Shares and Warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.