

Edgar Filing: RIGEL PHARMACEUTICALS INC - Form SC 13G/A

RIGEL PHARMACEUTICALS INC  
Form SC 13G/A  
November 02, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
(Amendment No. 9)\*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

RIGEL PHARMACEUTICALS, INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

766559108

-----  
(CUSIP Number)

October 21, 2004

-----  
(Date of Event That 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)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 766559108

Page 2 of 2

-----  
(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

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Alta Partners

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

EXIT FILING ---- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned	(6)	Shared Voting Power	780,103
By Each Reporting	(7)	Sole Dispositive Power	-0-
Person With	(8)	Shared Dispositive Power	780,103

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

780,103 EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

3.99% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person

IA

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 3 of 3

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta Partners II, Inc.

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

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-----  
 EXIT FILING ---- Please see Attachment A  
 Number Of Shares (5) Sole Voting Power -0-  
 Beneficially Owned  
 By Each Reporting (6) Shared Voting Power 780,103  
 Person With  
 (7) Sole Dispositive Power -0-  
 (8) Shared Dispositive Power 780,103  
 (9) Aggregate Amount Beneficially Owned By Each Reporting Person  
 780,103 EXIT FILING ---- Please see Attachment A  
 -----

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

-----  
 (11) Percent Of Class Represented By Amount In Row (11)  
 3.99% EXIT FILING ---- Please see Attachment A  
 -----

(12) Type Of Reporting Person

IA

-----  
 \*SEE INSTRUCTION BEFORE FILLING OUT!  
 -----

CUSIP No. 766559108

Page 4 of 4

-----  
 (1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons  
 Alta California Partners, L.P..  
 -----

(2) Check The Appropriate Box If A Member Of A Group (a)  
 (b) X

(3) SEC Use Only

-----  
 (4) Citizenship or Place of Organization  
 Delaware  
 -----

EXIT FILING ---- Please see Attachment A  
 Number Of Shares (5) Sole Voting Power -0-  
 Beneficially Owned  
 By Each Reporting (6) Shared Voting Power 780,103  
 Person With  
 (7) Sole Dispositive Power -0-  
 (8) Shared Dispositive Power 780,103  
 -----

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(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
 780,103 EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)  
 3.99% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person  
 PN

CUSIP No. 766559108

Page 5 of 5

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons  
 Alta California Management Partners, L.P..

(2) Check The Appropriate Box If A Member Of A Group (a)  
 (b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization  
 Delaware

EXIT FILING ---- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned	(6)	Shared Voting Power	780,103
By Each Reporting	(7)	Sole Dispositive Power	-0-
Person With	(8)	Shared Dispositive Power	780,103

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
 780,103 EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)  
 3.99% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person  
 PN

CUSIP No. 766559108

Page 6 of 6

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons  
Alta Embarcadero Partners, LLC

---

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

---

(3) SEC Use Only

---

(4) Citizenship or Place of Organization  
Delaware

---

	EXIT FILING ---- Please see Attachment A		
Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned	(6)	Shared Voting Power	780,103
By Each Reporting	(7)	Sole Dispositive Power	-0-
Person With	(8)	Shared Dispositive Power	780,103

---

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
780,103 EXIT FILING ---- Please see Attachment A

---

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

---

(11) Percent Of Class Represented By Amount In Row (11)  
3.99% EXIT FILING ---- Please see Attachment A

---

(12) Type Of Reporting Person  
CO

CUSIP No. 766559108

Page 7 of 7

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons  
Alta BioPharma Partners II, L.P.

---

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

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(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

EXIT FILING ---- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned			
By Each Reporting	(6)	Shared Voting Power	780,103
Person With			
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	780,103

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

780,103                      EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

3.99%                      EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person

PN

CUSIP No. 766559108

Page 8 of 10

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta BioPharma Management II, LLC.

(2) Check The Appropriate Box If A Member Of A Group

(a)	
(b)	X

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

EXIT FILING ---- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned			
By Each Reporting	(6)	Shared Voting Power	780,103
Person With			
	(7)	Sole Dispositive Power	-0-

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(8) Shared Dispositive Power 780,103

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
780,103 EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)  
3.99% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person  
CO

CUSIP No. 766559108

Page 9 of 10

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons  
Alta Embarcadero BioPharma Partners II, LLC.

(2) Check The Appropriate Box If A Member Of A Group (a)  
(b) X

(3) SEC Use Only

(4) Citizenship or Place of Organization  
Delaware

EXIT FILING ---- Please see Attachment A

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	780,103
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	780,103

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
780,103 EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)  
3.99% EXIT FILING ---- Please see Attachment A

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(12) Type Of Reporting Person

CO

CUSIP No. 766559108

Page 1

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Farah Champsi

(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

	EXIT FILING ---- Please see Attachment A		
Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	780,103
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	780,103

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

780,103 EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)

3.99% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person

IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 11

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Jean Deleage



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(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

EXIT FILING ---- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	29,038
Beneficially Owned			
By Each Reporting	(6)	Shared Voting Power	780,103
Person With		EXIT FILING ---- Please s	
	(7)	Sole Dispositive Power	29,038
	(8)	Shared Dispositive Power	780,103
		EXIT FILING ---- Please s	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
809,141 EXIT FILING ---- Please see Attachment A and footnote 2

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)  
4.14% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person  
IN

CUSIP No. 766559108 Page 12

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons  
Garrett Gruener

(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

EXIT FILING ---- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned			

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By Each Reporting Person With	(6)	Shared Voting Power	-0-
			EXIT FILING
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	-0-
			EXIT FILING

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
 -0- EXIT FILING ---- Please see Attachment A and footnote 2

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)  
 0% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person  
 IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 13

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons  
 Alix Marduel

(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

		EXIT FILING ---- Please see Attachment A	
Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	780,103
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	780,103

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
 780,103 EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

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(11) Percent Of Class Represented By Amount In Row (11)  
 3.99% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person  
 IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108

Page 14

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons  
 Guy Nohra

(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

EXIT FILING ---- Please see Attachment A

Number Of Shares	(5)	Sole Voting Power	15,122
Beneficially Owned			
By Each Reporting	(6)	Shared Voting Power	-0-
Person With			EXIT FILING
	(7)	Sole Dispositive Power	15,122
	(8)	Shared Dispositive Power	-0-
			EXIT FILING

(9) Aggregate Amount Beneficially Owned By Each Reporting Person  
 15,122 EXIT FILING ---- Please see Attachment A

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares\*

(11) Percent Of Class Represented By Amount In Row (11)  
 0.08% EXIT FILING ---- Please see Attachment A

(12) Type Of Reporting Person  
 IN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1.

(a) Name of Issuer: Rigel Pharmaceuticals, Inc. ("Issuer")

(b) Address of Issuer's Principal Executive Offices:

1180 Veterans Boulevard  
South San Francisco, CA 94080

Item 2.

(a) Name of Person Filing:

Alta Partners ("AP")  
Alta Partners II, Inc. ("AP II")  
Alta California Partners, L.P. ("ACP")  
Alta California Management, L.P. ("ACMP")  
Alta Embarcadero Partners, LLC ("AEP")  
Alta BioPharma Partners II, L.P. ("ABP II")  
Alta BioPharma Management II, LLC ("ABMP II")  
Alta Embarcadero BioPharma Partners II, LLC ("AEBP II")  
Farah Champsi ("FC")  
Jean Deleage ("JD")  
Garrett Gruener ("GG")  
Alix Marduel ("AM")  
Guy Nohra ("GN")

(b) Address of Principal Business Office:

One Embarcadero Center, Suite 4050  
San Francisco, CA 94111

(c) Citizenship/Place of Organization:

Entities:	AP	California
	AP II	California
	ACP	Delaware
	ACMP	Delaware
	AEP	California
	ABP II	Delaware
	ABMP II	Delaware
	AEBP II	California
Individuals:	FC	United States
	JD	United States
	GG	United States
	AM	United States
	GN	United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 766559108

Item 3. Not applicable.

Item 4 Ownership.

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EXIT FILING ---- Please see Attachment A

		AP	AP II	ACP	ACMP	AEP	ABP I
(a)	Beneficial Ownership	780,103	780,103	780,103	780,103	780,103	780,103
(b)	Percentage of Class	3.99%	3.99%	3.99%	3.99%	3.99%	3.99%
(c)	Sole Voting Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Voting Power	780,103	780,103	780,103	780,103	780,103	780,103
	Sole Dispositive Power	-0-	-0-	-0-	-0-	-0-	-0-
	Shared Dispositive Power	780,103	780,103	780,103	780,103	780,103	780,103
		AEBP II	FC	JD	GG	AM	GN
(a)	Beneficial Ownership	780,103	780,103	809,141	-0-	780,103	15,120
(b)	Percentage of Class	3.99%	3.99%	4.14%	0.00%	3.99%	0.08%
(c)	Sole Voting Power	-0-	-0-	29,038	-0-	-0-	15,120
	Shared Voting Power	780,103	780,103	780,103	-0-	780,103	-0-
	Sole Dispositive Power	-0-	-0-	29,038	-0-	-0-	15,120
	Shared Dispositive Power	780,103	780,103	780,103	-0-	780,103	-0-

Item 5. Ownership of Five Percent or Less of a Class

EXIT FILING

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Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS

A: Joint Filing Statement

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 1, 2004

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.P.

By: /s/ Jean Deleage
-----
Jean Deleage, President

By: /s/ Jean Deleage
-----
Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

By: /s/ Jean Deleage

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-----  
Jean Deleage, General Partner

-----  
Jean Deleage, Member

ALTA PARTNERS II, INC.

By: /s/ Jean Deleage  
-----  
Jean Deleage, President

ALTA BIOPHARMA PARTNERS II, L.P.  
By: Alta BioPharma Management II, LLC

ALTA BIOPHARMA MANAGEMENT II, LLC

By: /s/ Farah Champsi  
-----  
Farah Champsi, Managing Director

By: /s/ Farah Champsi  
-----  
Farah Champsi, Managing Director

ALTA EMBARCADERO BIOPHARMA PARTNERS II, LLC

By: /s/ Farah Champsi  
-----  
Farah Champsi, Manager

/s/ Alix Marduel  
-----  
Alix Marduel

/s/ Jean Deleage  
-----  
Jean Deleage

/s/ Guy Nohra  
-----  
Guy Nohra

/s/ Garrett Gruener  
-----  
Garrett Gruener

/s/ Farah Champsi  
-----  
Farah Champsi

EXHIBIT A

AGREEMENT OF JOINT FILING

Date: November 1, 2004

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. ALTA PARTNERS ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.

By: /s/ Jean Deleage  
-----  
Jean Deleage, President

By: /s/ Jean Deleage  
-----  
Jean Deleage, General Partner

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ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage  
-----  
Jean Deleage, General Partner

By: /s/ Jean Deleage  
-----  
Jean Deleage, Member

ALTA PARTNERS II, INC.

By: /s/ Jean Deleage  
-----  
Jean Deleage, President

ALTA BIOPHARMA PARTNERS II, L.P.

By: Alta BioPharma Management II, LLC

ALTA BIOPHARMA MANAGEMENT II, LLC

By: /s/ Farah Champsi  
-----  
Farah Champsi, Managing Director

By: /s/ Farah Champsi  
-----  
Farah Champsi, Managing Director

ALTA EMBARCADERO BIOPHARMA PARTNERS II, LLC

By: /s/ Farah Champsi  
-----  
Farah Champsi, Manager

/s/ Alix Marduel  
-----  
Alix Marduel

/s/ Jean Deleage  
-----  
Jean Deleage

/s/ Guy Nohra  
-----  
Guy Nohra

/s/ Garrett Gruener  
-----  
Garrett Gruener

/s/ Farah Champsi  
-----  
Farah Champsi

Attachment A ----- EXIT FILING

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC. On 9/29/04, Alta California Partners, L.P. net exercised its warrant for 33,947 shares of Common Stock into 25,052 shares of Common Stock, and then sold the shares on 9/30/04. On 9/29/04, Alta Embarcadero Partners, LLC net exercised its warrant for 776 shares of Common Stock into 573 shares of Common Stock, and then sold the shares on 9/30/04. As a result of the sale of the stock, Alta California Partners, L.P. and Alta Embarcadero Partners, LLC no longer beneficially own any securities in Rigel Pharmaceuticals, Inc. The respective general partners and members of Alta California Partners L.P. and Alta Embarcadero Partners, LLC hold sole voting and investment power with respect to the shares owned by the aforementioned funds.

Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.), and members Alta Embarcadero Partners, LLC. As general partners and members of such funds, they may be deemed to share voting and investment powers over the shares held by the funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds,



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except to the extent of their proportionate pecuniary interests therein.

Alta Partners II, Inc. provides investment advisory services to several venture capital funds including Alta BioPharma Partners II, L.P. and Alta Embarcadero BioPharma Partners II, LLC. During the period of October 18-21, 2004, Alta BioPharma Partners II, L.P. and Alta Embarcadero BioPharma Partners II, LLC sold the following shares:

Holder -----	Date of Sale -----	# of Shares Sold -----
Alta BioPharma Partners II, L.P.	10/18/04	18,712
	10/19/04	25,994
	10/21/04	171,299
		-----
		216,005

Holder -----	Date of Sale -----	# of Shares Sold -----
Alta Embarcadero BioPharma Partners II, LLC	10/18/04	688
	10/19/04	956
	10/21/04	6,301
		-----
		7,945

As a result of the sales, Alta BioPharma Partners II, L.P. now beneficially owns 752,423 shares of Common Stock and Alta Embarcadero BioPharma Partners II, LLC now beneficially owns 27,680 shares Common Stock. The managing directors of Alta BioPharma Partners II, L.P. and managers of Alta Embarcadero BioPharma Partners II, LLC exercise sole voting and investment power in respect to the shares owned by such funds.

Certain principals of Alta Partners II, Inc. are managing directors of Alta BioPharma Management II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.), and managers of Alta Embarcadero BioPharma Partners II, LLC. As managing directors and managers of such entities, they may be deemed to share voting and investment powers over the shares beneficially held by the funds. The principals of Alta Partners II, Inc. disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Page 1 of 2 of Attachment A

### Attachment A (continued)

Mr. Jean Deleage, Director, is a managing director of Alta BioPharma Management II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.), and a manager of Alta Embarcadero BioPharma Partners II, LLC. Thus he currently shares voting and dispositive powers over the 752,423 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P., and the 27,680 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC. He disclaims beneficial ownership of all such shares held by all of the

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foregoing funds except to the extent of his proportionate pecuniary interests therein. Mr. Deleage beneficially owns 9,593 shares of Common Stock. He holds stock options for 20,557 shares of Common Stock: options for 8,333 shares were granted on June 30, 2004, options for 8,333 shares were granted on January 26, 2004, options for 1,112 shares were granted on 7/28/03, options for 1,667 shares were granted on June 26, 2003, options for 556 shares were granted on June 20, 2002 and options for 556 shares were granted on July 19, 2001.

Ms. Farah Champsi is a managing director of Alta BioPharma Management II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.) and a manager of Alta Embarcadero BioPharma Partners II, LLC. Thus she currently shares voting and dispositive powers over the 752,423 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 27,680 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC. She disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of her proportionate pecuniary interests therein.

Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Dr. Alix Marduel is a managing director of Alta BioPharma Management II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.) and a manager of Alta Embarcadero BioPharma Partners II, LLC. Thus she currently shares voting and dispositive powers over the 752,423 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 27,680 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC. She disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of her proportionate pecuniary interests therein.

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.). He disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of his proportionate pecuniary interests therein. The Nohra Living Trust owns 11,442 shares of Common Stock and the Nohra 1996 Credit Trust owns 3,680 shares of Common Stock.

Alta Partners and Alta Partners II, Inc. are venture capital firms that share an office in San Francisco. Alta Partners is California Corporation. Alta Partners II, Inc. is a California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership, Alta Embarcadero Partners, LLC is a California Limited Liability Company, Alta BioPharma Partners II, L.P. is a Delaware Limited Partnership, and Alta Embarcadero BioPharma Partners II, LLC is a California Limited Liability Company.