

Edgar Filing: AEROGEN INC - Form SC 13G/A

AEROGEN INC
Form SC 13G/A
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1)*

Aerogen, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

007779309

(CUSIP Number)

December 31, 2004

(Date of Event Which 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
disclosures provided in a prior cover page.

The information required on 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).

(Continued on following pages)

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CUSIP NO. 007779101

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 U.S. Venture Partners IV, L.P. ("USVP IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

 NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH
 REPORTING
 PERSON
 WITH

5

SOLE VOTING POWER

307,959 shares, except that Presidio Management Gro
("PMG IV"), the general partner of USVP IV, may be
voting power with respect to such shares, and Willi
("Bowes"), Irwin Federman ("Federman"), Steven M. K
and Philip M. Young ("Young"), the general partners
deemed to have shared voting power with respect to

6

SHARED VOTING POWER

See response to row 5.

7

SOLE DISPOSITIVE POWER

307,959 shares, except that PMG IV, the general par
may be deemed to have sole dispositive power with r
shares, and Bowes, Federman, Krausz and Young, the
PMG IV, may be deemed to have shared dispositive po
such shares.

8

SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Second Ventures II, L.P. ("SV II")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
37,386 shares, except that PMG IV, the general partner be deemed to have sole voting power with respect to Bowes, Federman, Krausz and Young, the general partner be deemed to have shared voting power with respect to

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
37,386 shares, except that PMG IV, the general partner be deemed to have sole dispositive power with respect to and Bowes, Federman, Krausz and Young, the general partner may be deemed to have shared dispositive power with respect to shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
USVP Entrepreneur Partners II, L.P. ("UEP II")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
10,684 shares, except that PMG IV, the general part
be deemed to have sole voting power with respect to
Bowes, Federman, Krausz and Young, the general part
be deemed to have shared voting power with respect

6

SHARED VOTING POWER
See response to row 5.

7

SOLE DISPOSITIVE POWER
10,684 shares, except that PMG IV, the general part
be deemed to have sole dispositive power with respect
and Bowes, Federman, Krausz and Young, the general
may be deemed to have shared dispositive power with
shares.

8

SHARED DISPOSITIVE POWER
See response to row 7.

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Presidio Management Group IV, L.P. ("PMG IV")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
356,029 shares, of which 307,959 are directly owned
are directly owned by SV II and 10,684 are directly
PMG IV is the general partner of USVP IV, SV II and
deemed to have sole voting power with respect to su
Bowes, Federman, Krausz and Young, the general part
be deemed to have shared voting power with respect

6

See response to row 5.

7

SOLE DISPOSITIVE POWER
356,029 shares, of which 307,959 are directly owned
are directly owned by SV II and 10,684 are directly
PMG IV is the general partner of USVP IV, SV II and
deemed to have sole dispositive power with respect
Bowes, Federman, Krausz and Young, the general part

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be deemed to have shared dispositive power with respect to such shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
William K. Bowes, Jr. ("Bowes")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5 SOLE VOTING POWER
0 shares.

6 SHARED VOTING POWER
356,029 shares, of which 307,959 are directly owned by SV II and 10,684 are directly owned by UEP II. Bowes is a general partner of PMG IV, the general partner of SV II and UEP II, and may be deemed to have shared dispositive power with respect to such shares.

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7	SOLE DISPOSITIVE POWER 0 shares.

8	SHARED DISPOSITIVE POWER 356,029 shares, of which 307,959 are directly owned are directly owned by SV II and 10,684 are directly Bowes is a general partner of PMG IV, the general p SV II and UEP II, and may be deemed to have shared with respect to such shares.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12	TYPE OF REPORTING PERSON*

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Irwin Federman ("Federman")

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3	SEC USE ONLY

4	CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

5	SOLE VOTING POWER 0 shares.

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PERSON WITH 6 SHARED VOTING POWER
 356,029 shares, of which 307,959 are directly owned
 are directly owned by SV II and 10,684 are directly
 Federman is a general partner of PMG IV, the genera
 IV, SV II and UEP II, and may be deemed to have sha
 with respect to such shares.

7 SOLE DISPOSITIVE POWER
 0 shares.

8 SHARED DISPOSITIVE POWER
 356,029 shares, of which 307,959 are directly owned
 are directly owned by SV II and 10,684 are directly
 Federman is a general partner of PMG IV, the genera
 IV, SV II and UEP II, and may be deemed to have sha
 power with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Steven M. Krausz ("Krausz")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER
0 shares.

6

SHARED VOTING POWER
356,029 shares, of which 307,959 are directly owned
are directly owned by SV II and 10,684 are directly
Krausz is a general partner of PMG IV, the general
SV II and UEP II, and may be deemed to have shared
respect to such shares.

7

SOLE DISPOSITIVE POWER
0 shares.

8

SHARED DISPOSITIVE POWER
356,029 shares, of which 307,959 are directly owned
are directly owned by SV II and 10,684 are directly
Krausz is a general partner of PMG IV, the general
SV II and UEP II, and may be deemed to have shared
with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Philip M. Young ("Young")

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 15,194 shares.
	6	SHARED VOTING POWER 356,029 shares, of which 307,959 are directly owned are directly owned by SV II and 10,684 are directly Young is a general partner of PMG IV, the general p SV II and UEP II, and may be deemed to have shared respect to such shares.
	7	SOLE DISPOSITIVE POWER 15,194 shares.
	8	SHARED DISPOSITIVE POWER 356,029 shares, of which 307,959 are directly owned are directly owned by SV II and 10,684 are directly Young is a general partner of PMG IV, the general p SV II and UEP II, and may be deemed to have shared with respect to such shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

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Entrepreneur Partners II, L.P., Presidio Management Group IV, L.P., William K. Bowes, Jr., Irwin Federman, Steven M. Krausz and Philip M. Young. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP:

The following information with respect to the ownership of the Common Stock of the issuer by the persons filing this Statement is provided as of December 31, 2004:

(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

(iv) Shared power to dispose or to direct the disposition of:

See Row 8 of cover page for each Reporting Person.

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SIGNATURES

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.

Dated: February 10, 2005

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U.S. Venture Partners IV, L.P.
By Presidio Management Group IV, L.P.
Its General Partner

/s/ Michael Maher

Signature

Michael Maher
Chief Financial Officer/Attorney

Second Ventures II, L.P.
By Presidio Management Group IV, L.P.
Its General Partner

/s/ Michael Maher

Signature

Michael Maher
Chief Financial Officer/Attorney

USVP Entrepreneur Partners II, L.P.
By Presidio Management Group IV, L.P.
Its General Partner

/s/ Michael Maher

Signature

Michael Maher
Chief Financial Officer/Attorney

Presidio Management Group IV, L.P.
A Delaware Limited Partnership

/s/ Michael Maher

Signature

Michael Maher
Chief Financial Officer/Attorney

William K. Bowes, Jr.

/s/ Michael Maher

Michael Maher
Attorney-In-Fact

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Irwin Federman

/s/ Michael Maher

Michael Maher
Attorney-In-Fact

Steven M. Krausz

/s/ Michael Maher

Michael Maher
Attorney-In-Fact

Philip M. Young

/s/ Michael Maher

Michael Maher
Attorney-In-Fact