

CRITICAL THERAPEUTICS INC

Form SC 13D/A

June 14, 2007

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3 )\***

CRITICAL THERAPEUTICS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

22674T 10 5

(CUSIP Number)

LUKE EVNIN

MPM ASSET MANAGEMENT

THE JOHN HANCOCK TOWER

200 CLARENDON STREET, 54TH FLOOR

BOSTON, MASSACHUSETTS 02116

TELEPHONE: (617) 425-9200

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

June 11, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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).



CUSIP No. 22674T 10 5

NAMES OF REPORTING PERSONS:

MPM Bio Ventures II-QP, L.P

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)  (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 1,085,796 (2)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0

EACH REPORTING PERSON 9  
SOLE DISPOSITIVE POWER:  
1,085,796 (2)

WITH 10  
SHARED DISPOSITIVE POWER:  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
1,085,796 (2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
2.52%(3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
PN

(1) This Schedule is filed by MPM BioVentures II-QP, L.P. ( BVQP ), MPM BioVentures II, L.P. ( BV ), MPM Asset Management Investors 2001 LLC ( AM ), MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ( KG ), MPM Asset Management II, L.P. ( AM II ) and MPM Asset Management II LLC ( AM LLC ) (collectively, the MPM Entities ). The MPM Entities expressly disclaim status as a group for purposes of this Schedule 13D.

(2) Includes warrants to purchase 129,181 shares of common stock exercisable within 60 days of June 11, 2007.

(3) This percentage is calculated based upon 43,135,791 shares of the Issuer s common stock outstanding (as of May 1, 2007), as set forth in the Issuer s most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2007.

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CUSIP No. 22674T 10 5

NAMES OF REPORTING PERSONS:

MPM Bio Ventures II, L.P

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)  (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 119,821 (2)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

0

EACH REPORTING PERSON 9  
SOLE DISPOSITIVE POWER:  
119,821 (2)

WITH 10  
SHARED DISPOSITIVE POWER:  
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
119,821 (2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
0.28%(3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
PN

(1) This Schedule is filed by MPM BioVentures II-QP, L.P. ( BVQP ), MPM BioVentures II, L.P. ( BV ), MPM Asset Management Investors 2001 LLC ( AM ), MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ( KG ), MPM Asset Management II, L.P. ( AM II ) and MPM Asset Management II LLC ( AM LLC ) (collectively, the MPM Entities ). The MPM Entities expressly disclaim status as a group for purposes of this Schedule 13D.

(2) Includes warrants to purchase 14,256 shares of common stock exercisable within 60 days of June 11, 2007.

(3) This percentage is calculated based upon 43,135,791 shares of the Issuer s common stock outstanding (as of May 1, 2007), as set forth in the Issuer s most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2007.

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CUSIP No. 22674T 10 5

NAMES OF REPORTING PERSONS:

1 MPM Asset Management Investors 2001 LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)  (1)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):  
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
Delaware

7 SOLE VOTING POWER:

NUMBER OF 22,546 (2)

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER:  
0



EACH	SOLE DISPOSITIVE POWER:
REPORTING PERSON	<b>9</b> 22,546 (2)
WITH	SHARED DISPOSITIVE POWER:
	<b>10</b> 0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
22,546 (2)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
0.05%(3)

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
OO

(1) This Schedule is filed by MPM BioVentures II-QP, L.P. ( BVQP ), MPM BioVentures II, L.P. ( BV ), MPM Asset Management Investors 2001 LLC ( AM ), MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ( KG ), MPM Asset Management II, L.P. ( AM II ) and MPM Asset Management II LLC ( AM LLC ) (collectively, the MPM Entities ). The MPM Entities expressly disclaim status as a group for purposes of this Schedule 13D.

(2) Includes warrants to purchase 2,682 shares of common stock exercisable within 60 days of June 11, 2007.

(3) This percentage is calculated based upon 43,135,791 shares of the Issuer s common stock outstanding (as of May 1, 2007), as set forth in the Issuer s most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2007.

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CUSIP No. 22674T 10 5

NAMES OF REPORTING PERSONS:

1 MPM Bio Ventures GmbH & Co. Parallel-Beteiligungs KG

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)   
(b)  (1)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):  
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
Germany

7 SOLE VOTING POWER:

NUMBER OF 382,331 (2)

8 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER:  
0

EACH	SOLE DISPOSITIVE POWER:
REPORTING PERSON	<b>9</b> 382,331 (2)
WITH	SHARED DISPOSITIVE POWER:
	<b>10</b> 0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
382,331 (2)

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):  
o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
0.89%(3)

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):  
PN

(1) This Schedule is filed by MPM BioVentures II-QP, L.P. ( BVQP ), MPM BioVentures II, L.P. ( BV ), MPM Asset Management Investors 2001 LLC ( AM ), MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ( KG ), MPM Asset Management II, L.P. ( AM II ) and MPM Asset Management II LLC ( AM LLC ) (collectively, the MPM Entities ). The MPM Entities expressly disclaim status as a group for purposes of this Schedule 13D.

(2) Includes warrants to purchase 45,487 shares of common stock exercisable within 60 days of June 11, 2007.

(3) This percentage is calculated based upon 43,135,791 shares of the Issuer s common stock outstanding (as of May 1, 2007), as set forth in the Issuer s most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2007.

CUSIP No. 22674T 10 5

NAMES OF REPORTING PERSONS:

MPM Asset Management II, L.P.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)  (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

1,610,494 (2)



CUSIP No. 22674T 10 5

NAMES OF REPORTING PERSONS:

MPM Asset Management II LLC

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)  (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

1,610,494 (2)



The following constitutes Amendment No. 3 to Schedule 13D filed by the undersigned (the Schedule 13D/A). This Schedule 13D/A is being filed by the MPM Entities to report the pro-rata distributions of securities beneficially owned by the MPM Entities to their respective limited and general partners, and in the case of certain of the MPM Entities, the receipt of shares via such distributions, as described in Item 5 below. Accordingly, the number of securities beneficially owned by the MPM Entities has decreased. The Schedule 13D/A is amended as follows and except as otherwise provided herein, all items of the Schedule 13D, as amended, remain unchanged.

#### Item 4. Purpose of Transaction

Item 4. Purpose of Transaction of the Schedule 13D is hereby amended by adding the following to the end thereof: On June 11, 2007, the MPM Entities distributed pro-rata to their respective limited and general partners an aggregate of 1,418,888 shares of the Issuer's Common Stock. MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2001 LLC and MPM BioVentures, GmbH & Co. Parallel-Beteiligungs KG distributed 956,615, 105,565, 19,864 and 336,844 shares of the Issuer's Common Stock, respectively.

#### Item 5. Interest in Securities of the Issuer

Item 5. Interest in Securities of the Issuer is hereby amended and restated in its entirety as follows: 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 June 11, 2007:

MPM Entity	Shares Held Directly	Warrants Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership	Percentage of Class (2)
MPM BioVentures II-QP, L.P.	956,615	129,181	1,085,796	0	1,085,796	0	1,085,796	2.52%
MPM BioVentures II, L.P.	105,565	14,256	119,821	0	119,821	0	119,821	0.28%
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	336,844	45,487	382,331	0	382,331	0	382,331	0.89%
MPM Asset Management II, L.P.(1)	0	0	0	1,610,494	0	1,610,494	1,610,494	3.73%
MPM Asset Management II LLC(1)	0	0	0	1,610,494	0	1,610,494	1,610,494	3.73%
MPM Asset Management Investors 2001 LLC	19,864	2,682	22,546	0	22,546	0	22,546	0.05%

(1) MPM Asset Management II, L.P. and MPM Asset Management II LLC own no securities of the Issuer directly.

MPM Asset Management II, L.P. and MPM Asset Management II LLC are the direct and indirect general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P. and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG.

(2) These percentages are calculated based upon 43,135,791 shares of the Issuer's common stock outstanding (as of May 1, 2007), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 10, 2007.



**Item 7. Material to Be Filed as Exhibits**

A. Agreement regarding filing of joint Schedule 13D/A.

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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.

Date: June 14, 2007

MPM BioVentures II-QP, L.P.

By: MPM Asset Management II,  
L.P.,  
its General Partner

By: MPM Asset Management II  
LLC,  
its General Partner

By: /s/ Luke Evin

Name: Luke Evin  
Title: Investment Manager

MPM BioVentures II, L.P.

By: MPM Asset Management II,  
L.P.,  
its General Partner

By: MPM Asset Management II  
LLC,  
its General Partner

By: /s/ Luke Evin

Name: Luke Evin  
Title: Investment Manager

MPM Asset Management Investors  
2001 LLC

By: /s/ Luke Evin

Name: Luke Evin  
Title: Investment Manager

MPM BioVentures GmbH & Co.  
Parallel-Beteiligungs KG

By: MPM Asset Management II,  
L.P.,  
in its capacity as its Special

Limited Partner

By: MPM Asset Management II  
LLC,  
its General Partner

By: /s/ Luke Evin

Name: Luke Evin  
Title: Investment Manager

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MPM Asset Management II, L.P.

By: MPM Asset Management II  
LLC,  
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin  
Title: Investment Manager

MPM Asset Management II LLC

By: /s/ Luke Evnin

Name: Luke Evnin  
Title: Investment Manager

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

**Attention: Intentional misstatements or omissions of fact  
constitute Federal criminal violations (See 18 U.S.C. 1001)**

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**SCHEDULE I**

**General Partners/Members:**

Luke Evnin

c/o MPM Asset Management  
The John Hancock Tower  
200 Clarendon Street, 54<sup>th</sup> Floor  
Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2001 LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

Ansbert Gadicke

c/o MPM Asset Management  
The John Hancock Tower  
200 Clarendon Street, 54<sup>th</sup> Floor  
Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2001 LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

Nikolas Galakatos

c/o MPM Asset Management  
The John Hancock Tower  
200 Clarendon Street, 54<sup>th</sup> Floor  
Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2001 LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

Michael Steinmetz

c/o MPM Asset Management  
The John Hancock Tower  
200 Clarendon Street, 54<sup>th</sup> Floor  
Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2001 LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

Kurt Wheeler

c/o MPM Asset Management  
The John Hancock Tower  
200 Clarendon Street, 54<sup>th</sup> Floor  
Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2001 LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

**EXHIBIT INDEX**

A. Agreement regarding filing of joint Schedule 13D/A.

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**Exhibit A**

**JOINT FILING STATEMENT**

I, the undersigned, hereby express my agreement that the attached amendment No. 3 to Schedule 13D (and any amendments thereto) relating to the common stock of Critical Therapeutics, Inc. is filed on behalf of each of the undersigned.

Date: June 14, 2007

MPM BioVentures II-QP, L.P.

By: MPM Asset Management II,  
L.P.,  
its General Partner

By: MPM Asset Management II  
LLC,  
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin  
Title: Investment Manager

MPM BioVentures II, L.P.

By: MPM Asset Management II,  
L.P.,  
its General Partner

By: MPM Asset Management II  
LLC,  
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin  
Title: Investment Manager

MPM Asset Management Investors  
2001 LLC

By: /s/ Luke Evnin

Name: Luke Evnin  
Title: Investment Manager

MPM BioVentures GmbH & Co.  
Parallel-Beteiligungs KG

By:

MPM Asset Management II,  
L.P.,  
in its capacity as its Special  
Limited Partner

By: MPM Asset Management II  
LLC,  
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin  
Title: Investment Manager

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MPM Asset Management II, L.P.

By: MPM Asset Management II  
LLC,  
its General Partner

By: /s/ Luke Evinin

Name: Luke Evinin  
Title: Investment Manager

MPM Asset Management II LLC

By: /s/ Luke Evinin

Name: Luke Evinin  
Title: Investment Manager