

AEROGEN INC
Form SC 13G/A
February 08, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Aerogen, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

007779 10 1

(CUSIP Number)

12-31-2004

(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 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 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).

1. Name of Reporting Person: InterWest Partners VI, LP
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
California

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
82,104

6. Shared Voting Power:
0

7. Sole Dispositive Power:
82,104

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
82,104

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11.

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Percent of Class Represented by Amount in Row (9):
1.7%

12. Type of Reporting Person*:
PN

Page 2 of 15 pages

1. Name of Reporting Person: InterWest Investors VI, LP
I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
California

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
2,505

6. Shared Voting Power:
0

7. Sole Dispositive Power:
2,505

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,505

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

11.

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Percent of Class Represented by Amount in Row (9):
0.1%

12. Type of Reporting Person*:
PN

Page 3 of 15 pages

1. Name of Reporting Person: InterWest Management Partners VI, LLC (the general partner of InterWest Partners VI, LP and InterWest Investors VI, LP) I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:

(a)

(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
California

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
84,609

6. Shared Voting Power:
0

7. Sole Dispositive Power:
84,609

8. Shared Dispositive Power:
0

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
84,609

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
1.7%

12. Type of Reporting Person*:
PN

Page 4 of 15 pages

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Harvey B. Cash (a Managing Director of
InterWest Management Partners VI, LLC)

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
84,609

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
84,609

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
84,609

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
1.7%
-

12. Type of Reporting Person*:
IN
-

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Page 5 of 15 pages

1. Name of Reporting Person: Philip T. Gianos (a Managing Director of InterWest Management Partners VI, LLC) I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
84,609

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
84,609

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
84,609

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
1.7%
-

12. Type of Reporting Person*:
IN
-

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Page 6 of 15 pages

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
W. Scott Hedrick (a Managing Director of
InterWest Management Partners VI, LLC)

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
84,609

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
84,609

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
84,609

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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

11. Percent of Class Represented by Amount in Row (9):
1.7%
-

12. Type of Reporting Person*:
IN
-

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Scott Hedrick that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Page 7 of 15 pages

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
W. Stephen Holmes (a Managing Director of
InterWest Management Partners VI, LLC)

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
84,609

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
84,609

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
84,609

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
1.7%
-

12. Type of Reporting Person*:
IN
-

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Page 8 of 15 pages

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Gilbert H. Kliman (a Venture Member of
InterWest Management Partners VI, LLC)

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
84,609

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
84,609

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
84,609

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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

11. Percent of Class Represented by Amount in Row (9):
1.7%
-

12. Type of Reporting Person*:
IN
-

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Page 9 of 15 pages

1. Name of Reporting Person: Robert R. Momsen (a Managing Director of InterWest Management Partners VI, LLC) I.R.S. Identification Nos. of above persons (entities only):

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
84,609

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
84,609

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
84,609

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9):
1.7%

12. Type of Reporting Person*:
IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Robert R. Momsen that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

Page 10 of 15 pages

1. Name of Reporting Person: I.R.S. Identification Nos. of above persons (entities only):
Arnold L. Oronsky (a Managing Director of
InterWest Management Partners VI, LLC)

2. Check the Appropriate Box if a Member of a Group:
(a)
(b)

3. SEC Use Only:

4. Citizenship or Place of Organization:
United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5. Sole Voting Power:
0

6. Shared Voting Power:
84,609

7. Sole Dispositive Power:
0

8. Shared Dispositive Power:
84,609

9. Aggregate Amount Beneficially Owned by Each Reporting Person:
84,609

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares:

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

11. Percent of Class Represented by Amount in Row (9):
1.7%
-

12. Type of Reporting Person*:
IN
-

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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Item 1.

- (a) Name of Issuer: Aerogen, Inc. (Issuer)
- (b) Address of Issuer's Principal Executive Offices:

2071 Stierlin Court, Suite 100
Mountain View, CA 94043

Item 2.

- (a) Name of Person(s) Filing:

InterWest Partners VI, LP (IWP VI)
InterWest Investors VI, LP (II VI)
InterWest Management Partners VI, LLC (IMP VI)
Harvey B. Cash (Cash)
Philip T. Gianos (Gianos)
W. Scott Hedrick (Hedrick)
W. Stephen Holmes (Holmes)
Gilbert H. Kliman (Kliman)
Robert R. Momsen (Momsen)
Arnold L. Oronsky (Oronsky)

- (b) Address of Principal Business Office or, if none, Residence:

2710 Sand Hill Road
Second Floor
Menlo Park, CA 94025

- (c) Citizenship/Place of Organization:

IWP VI: California
II VI: California
IMP VI: California
Cash: United States
Gianos: United States
Hedrick: United States
Holmes: United States
Kliman: United States
Momsen: United States
Oronsky: United States

- (d) Title of Class of Securities: Common Stock

- (e) CUSIP Number: 007779 10 1

Item 3. Not applicable.

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Item 4. Ownership.

	IWP VI	II VI	IMP VI	All Other Individuals *
(a) Beneficial Ownership	82,104	2,505	84,609	84,609
(b) Percentage of Class	1.7%	0.1%	1.7%	1.7%
(c) Sole Voting Power	82,104	2,505	84,609	0
Shared Voting Power	0	0	0	84,609
Sole Dispositive Power	82,104	2,505	84,609	0
Shared Dispositive Power	0	0	0	84,609

*Individuals included in this column are Cash, Gianos, Hedrick, Holmes, Momsen and Oronsky, all of whom are Managing Directors of IMP VI. Also included in this column is Kliman who is a Venture Member of IMP VI.

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

This statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities.

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

Under certain circumstances set forth in the limited liability operating agreement of IMP VI, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer beneficially owned by such limited liability company.

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)(iii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

EXHIBITS

A. Joint Filing Statement

Page 13 of 15 pages

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: February 8, 2005

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners VI, LLC

By: /s/ Harvey B. Cash

Name: Harvey B. Cash

By: /s/ W. Stephen Holmes

Managing Director

By: /s/ Philip T. Gianos

Name: Philip T. Gianos

INTERWEST INVESTORS VI, LP

By: /s/ W. Scott Hedrick

By: InterWest Management Partners VI, LLC

Name: W. Scott Hedrick

By: /s/ W. Stephen Holmes

Managing Director

By: /s/ W. Stephen Holmes

Name: W. Stephen Holmes

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: /s/ Gilbert H. Kliman

Name: Gilbert H. Kliman

By: /s/ W. Stephen Holmes

Managing Director

By: /s/ Robert R. Momsen

Name: Robert R. Momsen

By: /s/ Arnold L. Oronsky

Name: Arnold L. Oronsky

EXHIBIT A

JOINT FILING STATEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February 8, 2005

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners VI, LLC

By: /s/ Harvey B. Cash

Name: Harvey B. Cash

By: /s/ W. Stephen Holmes

Managing Director

By: /s/ Philip T. Gianos

Name: Philip T. Gianos

INTERWEST INVESTORS VI, LP

By: InterWest Management Partners VI, LLC

By: /s/ W. Scott Hedrick

Name: W. Scott Hedrick

By: /s/ W. Stephen Holmes

Managing Director

By: /s/ W. Stephen Holmes

Name: W. Stephen Holmes

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: /s/ Gilbert H. Kliman

Name: Gilbert H. Kliman

By: /s/ W. Stephen Holmes

Managing Director

By: /s/ Robert R. Momsen

Name: Robert R. Momsen

By: /s/ Arnold L. Oronsky

Name: Arnold L. Oronsky