VIACELL INC
Form 4
November 06, 2007

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BB BIOVENTURES L P

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VIACELL INC [VIAC]

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/02/2007		X		433,333	A	$ 1.5	5,012,274	D (1)	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Warrant to Purchase Common Stock (Right to Buy)	$ 1.5	11/02/2007		X			333,333	(2)	11/12/2007	Common Stock	333,333
Warrant to Purchase Common Stock (Right to Buy)	$ 1.5	11/02/2007		X			100,000	(2)	05/21/2009	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BB BIOVENTURES L P C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
BAB BIO VENTURES LLP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
BAB BIO VENTURES NV C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM BIO VENTURES I LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
EVNIN LUKE C/O MPM ASSET MANAGEMENT		X		

200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	
GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X

Signatures

By Ansbert Gadicke, manager of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P., the general partner of BB BioVentures L.P. /s/ Ansbert Gadicke	11/06/2007
**Signature of Reporting Person	Date
By Ansbert Gadicke, manager of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P. /s/ Ansbert Gadicke	11/06/2007
**Signature of Reporting Person	Date
By Ansbert Gadicke, manager of BAB BioVentures NV /s/ Ansbert Gadicke	11/06/2007
**Signature of Reporting Person	Date
By Ansbert Gadicke, manager of MPM BioVentures I LLC /s/ Ansbert Gadicke	11/06/2007
**Signature of Reporting Person	Date
/s/ Luke Evnin	11/06/2007
**Signature of Reporting Person	Date
/s/ Ansbert Gadicke	11/06/2007
**Signature of Reporting Person	Date
/s/ Michael Steinmetz	11/06/2007
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(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) Securities reported herein are held of record by BB BioVentures LP ("BB BioVentures"). BAB BioVentures L.P. and BAB BioVentures NV ("BAB NV") are the direct and indirect general partners of BB BioVentures. MPM BioVentures I LLC ("BioVentures LLC") has a 50% voting interest in BAB NV. Luke Evnin, Ansbert Gadicke and Michael Steinmetz are the managers of BAB NV and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

(2) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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