

VIACELL INC

Form 4

November 20, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MPM BIO VENTURES I LLC

(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)  
11/09/2007

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	11/09/2007		U		5,012,274	D	\$ 7.25	0	I	By BB BioVentures LP <sup>(1)</sup>
Common Stock	11/09/2007		U		335,628	D	\$ 7.25	0	I	By MPM BioVentures Parallel Fund LP <sup>(1)</sup>
Common Stock	11/09/2007		U		25,283	D	\$ 7.25	0	I	By MPM Asset Management Investors 2000A LLC <sup>(1)</sup>

# Edgar Filing: VIACELL INC - Form 4

Common Stock	11/09/2007	U	14,444	D	\$ 7.25	0	I	By MPM BioVentures II LP <sup>(2)</sup>
Common Stock	11/09/2007	U	130,880	D	\$ 7.25	0	I	By MPM BioVentures II-QP LP <sup>(2)</sup>
Common Stock	11/09/2007	U	46,089	D	\$ 7.25	0	I	By MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG <sup>(2)</sup>
Common Stock	11/09/2007	U	2,715	D	\$ 7.25	0	I	By MPM Asset Management Investors 2001 LLC <sup>(2)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MPM BIO VENTURES I LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X

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 ASSET MANAGEMENT INVESTORS 2000A LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
MPM BIOVENTURES PARALLEL FUND L P C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
MPM BIOVENTURES I LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X

## Signatures

By Luke Evnin, manager of MPM BioVentures I LLC /s/ Luke Evnin	11/20/2007
__Signature of Reporting Person	Date
By Luke Evnin, manager of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P., the general partner of BB BioVentures L.P. /s/ Luke Evnin	11/20/2007
__Signature of Reporting Person	Date
By Luke Evnin, manager of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P. /s/ Luke Evnin	11/20/2007
__Signature of Reporting Person	Date
By Luke Evnin, manager of BAB BioVentures NV /s/ Luke Evnin	11/20/2007
__Signature of Reporting Person	Date
By Luke Evnin, manager of MPM Asset Management Investors 2000A LLC./s/ Luke Evnin	11/20/2007
__Signature of Reporting Person	Date
By Luke Evnin, manager of MPM BioVentures I LLC, the general partner of MPM Bioventures I L.P., the general partner of MPM BioVentures Parallel Fund, L.P. /s/ Luke Evnin	11/20/2007

## Edgar Filing: VIACELL INC - Form 4

\_\_Signature of Reporting Person

Date

By Luke Evnin, manager of MPM BioVentures I LLC, the general partner of MPM BioVentures I L.P. /s/ Luke Evnin

11/20/2007

\_\_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).

BAB BioVentures L.P. and BAB BioVentures NV ("BAB NV") are the direct and indirect general partners of BB BioVentures, L.P. MPM BioVentures I L.P. and MPM BioVentures I LLC ("BioVentures LLC") are the direct and indirect general partners of MPM

- (1) BioVentures Parallel Fund, L.P. BioVentures LLC has a 50% voting interest in BAB NV. Luke Evnin, Ansbert Gadicke and Michael Steinmetz are the managers of BAB NV, MPM Asset Management Investors 2000A LLC and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

MPM Asset Management II, L.P. and MPM Asset Management II LLC ("AM 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. Luke Evnin,

- (2) Ansbert Gadicke, Michael Steinmetz, Nicholas Galakatos and Kurt Wheeler are the managers of AM II LLC and MPM Asset Management Investors 2001 LLC. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.

### Remarks:

See Form 4 filed for MPM BioVentures II LLC for additional members of the joint filing.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.