

VIACELL INC

Form 3

October 17, 2007

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

BVF PARTNERS L P/IL

(Last) (First) (Middle)

900 NORTH MICHIGAN
AVE., SUITE 1100

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/15/2007

3. Issuer Name and Ticker or Trading Symbol

VIACELL INC [VIAC]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☒ Other

(give title below) (specify below)

Indirect Beneficial Owner

6. Individual or Joint/Group

Filing(Check Applicable Line)

☐ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,683,900

D ⁽¹⁾

A

Common Stock

1,151,000

D ⁽²⁾

A

Common Stock

4,471,000

D ⁽³⁾

A

Common Stock

7,305,900

I

See footnotes ⁽⁴⁾ ⁽⁶⁾

Common Stock

7,305,900

I

See footnotes ⁽⁵⁾ ⁽⁶⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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

Edgar Filing: VIACELL INC - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BVF PARTNERS L P/IL 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611	^	^ X	^	Indirect Beneficial Owner
BVF INC/IL 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611	^	^ X	^	Indirect Beneficial Owner
BIOTECHNOLOGY VALUE FUND L P 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611	^	^ X	^	^
BIOTECHNOLOGY VALUE FUND II LP 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611	^	^ X	^	^
BVF INVESTMENTS LLC 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611	^	^ X	^	^

Signatures

BVF PARTNERS L.P., By: BVF Inc., its General Partners, By: /s/ Mark N. Lampert, President	10/16/2007
**Signature of Reporting Person	Date
BIOTECHNOLOGY VALUE FUND, L.P., By: BVF Partners L.P., its General Partner, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President	10/16/2007
**Signature of Reporting Person	Date
BIOTECHNOLOGY VALUE FUND II, L.P., By: BVF Partners L.P., its General Partner, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President	10/16/2007
**Signature of Reporting Person	Date
BVF INVESTMENTS, L.L.C., By: BVF Partners L.P., its Manager, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President	10/16/2007

Edgar Filing: VIACELL INC - Form 3

__Signature of Reporting Person

Date

BVF INC., By: /s/ Mark N. Lampert, President

10/16/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares of Common Stock are directly beneficially owned by Biotechnology Value Fund, L.P., a Delaware limited partnership ("BVF").
- (2) The shares of Common Stock are directly beneficially owned by Biotechnology Value Fund II, L.P., a Delaware limited partnership ("BVF2").
- (3) The shares of Common Stock are directly beneficially owned by BVF Investments, L.L.C., a Delaware limited liability company ("Investments").
- (4) The shares of Common Stock are indirectly beneficially owned by BVF Partners L.P., a Delaware limited partnership ("Partners"). Partners is the general partner of BVF and BVF2, and is the manager of Investments.
- (5) The shares of Common Stock are indirectly beneficially owned by BVF Inc., a Delaware corporation ("BVF Inc."), which is the general partner of Partners and is also an investment advisor to Partners.
- Pursuant to the operating agreement of Investments, Partners is authorized, among other things, to invest funds of Ziff Asset Management, L.P., the majority member of Investments, in the shares of Common Stock described herein and to vote and exercise dispositive power over those securities. Mark N. Lampert is the sole shareholder and sole director of BVF Inc., and is an officer of BVF Inc.
- (6) This joint filing on Form 3 shall not be deemed an admission that Mark N. Lampert is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this joint filing. Mr. Lampert disclaims beneficial ownership of all securities reported in this joint filing on Form 3, except to the extent that he has a pecuniary interest therein.

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.