

EVNIN LUKE

Form 4

November 08, 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 BIOVENTURES II QP LP

(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  
HEMOSENSE INC [HEM]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/06/2007

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	11/06/2007		U <sup>(1)</sup>		3,828,319 <sup>(1)</sup>	D	<u>11</u> 0
						I	See Footnote <sup>(1)</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  
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number.**

SEC 1474  
(9-02)

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**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 or Number of Shares
Common Stock Warrant (Right to Buy)	\$ 5.5	11/06/2007		U <sup>(2)</sup>	42,225 <sup>(2)</sup>	<sup>(2)</sup>	04/25/2010	Common Stock	42,225

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM BIOVENTURES GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT INVESTORS 2000B LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR		X		

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

GALAKATOS NICHOLAS

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET, 54TH FLOOR

BOSTON, MA 02116

X

EVNIN LUKE

C/O MPM ASSET MANAGEMENT

200 CLARENDON STREET, 54TH FLOOR

BOSTON, MA 02116

X

## Signatures

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P /s/ Luke Evnin

11/08/2007

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P /s/ Luke Evnin

11/08/2007

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the Special Limited Partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin

11/08/2007

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management Investors 2000B LLC /s/ Luke Evnin

11/08/2007

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin

11/08/2007

\_\_Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II, LLC /s/ Luke Evnin

11/08/2007

\_\_Signature of Reporting Person

Date

/s/ Ansbert Gadicke

11/08/2007

\_\_Signature of Reporting Person

Date

/s/ Michael Steinmetz

11/08/2007

\_\_Signature of Reporting Person

Date

/s/ Nicholas Galakatos

11/08/2007

\_\_Signature of Reporting Person

Date

/s/ Luke Evnin

11/08/2007

\_\_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).

Disposed of pursuant to merger agreement (the "Merger Agreement") between the Issuer and Inverness Medical Innovations, Inc. ("Inverness") in exchange for shares of Inverness common stock on the effective date of the merger, November 6, 2007. The number of shares of common stock issued by Inverness is equal to the number of shares of the Issuer's common stock held multiplied by the exchange ratio of 0.274192, with the resulting aggregated share number rounded down to the next whole share and fractional shares paid in cash. Shares of the Issuer were held and disposed of as follows: 2,577,227 by MPM BioVentures II-QP, L.P. ("BV II QP"), 284,443 by (1) MPM BioVentures II, L.P. ("BV II"), 59,339 by MPM Asset Management Investors 2000B LLC ("AM 2000B") and 907,310 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. ("AM II GP") and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadick, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM 2000B and AM II LLC. Each of the reporting persons disclaims beneficial ownership of the securities except to the extent of his or its pecuniary interest therein.

These warrants were assumed by Inverness and replaced with warrants to purchase shares of Inverness common stock pursuant to the Merger Agreement. The number of shares of Inverness common stock subject to the assumed warrants is calculated by multiplying the number of shares of the Issuer's common stock subject to the warrants held by 0.274192, rounded down on a per-warrant basis to the next (2) whole share. The exercise price of the assumed warrants is equal to the exercise price of the Issuer's warrants divided by 0.274192, rounded up to the next cent. Warrants to purchase shares of the Issuer were held and disposed of as follows: 28,427 by BV II QP, 3,137 by BV II, 654 by AM 2000B and 10,007 by BV KG. Each of the reporting persons disclaims beneficial ownership of the securities except to the extent of his or its 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.