

TERCICA INC
Form SC 13G/A
February 12, 2008

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

**SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)***

TERCICA, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

880781 10 5

(CUSIP Number)

December 31, 2007

(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 (Act) 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).

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
MPM BioVentures III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 383,776

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 383,776

SHARED DISPOSITIVE POWER

8.

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

383,776

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
MPM BioVentures III-QP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 5,707,936

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 5,707,936

SHARED DISPOSITIVE POWER

8.

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

5,707,936

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
MPM BioVentures III Parallel Fund, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

SOLE VOTING POWER

5. NUMBER OF 172,441

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 172,441

SHARED DISPOSITIVE POWER

8. WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 172,441

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
MPM BioVentures III GmbH & Co. Beteiligungs KG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Germany

SOLE VOTING POWER

5.

NUMBER OF 482,343

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY

0

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON

482,343

SHARED DISPOSITIVE POWER

8. WITH:

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 482,343

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.9%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
MPM Asset Management Investors 2002 BVIII LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 112,772

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 112,772

SHARED DISPOSITIVE POWER

8.

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

112,772

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
MPM BioVentures III GP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Delaware

SOLE VOTING POWER

5. NUMBER OF 0

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 6,746,496*

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8. WITH: 6,746,496*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,746,496*

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

* The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). The Reporting Person is the direct general partner of BV III, BV III QP, BV III PF and BV III KG.

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
MPM BioVentures III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.

NUMBER OF 0

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 6,746,496*

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8.

WITH: 6,746,496*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

6,746,496*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

OO

* The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). The Reporting Person is the indirect general partner of BV III, BV III QP, BV III PF and BV III KG.

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
Ansbert Gadicke

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

SOLE VOTING POWER

5. NUMBER OF 0

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 6,859,268*

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8. WITH: 6,859,268*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,859,268*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

* The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 112,772 by MPM Asset Management Investors 2002 BVIII LLC (BV AM LLC), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). MPM BioVentures III GP, L.P. (BV III GP) and MPM BioVentures III LLC (BV III LLC) are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
Luke Evnin

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

SOLE VOTING POWER

5. NUMBER OF 0

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 6,859,268*

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8. WITH: 6,859,268*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,859,268*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

* The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 112,772 by MPM Asset Management Investors 2002 BVIII LLC (BV AM LLC), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). MPM BioVentures III GP, L.P. (BV III GP) and MPM BioVentures III LLC (BV III LLC) are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
Nicholas Galakatos

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

SOLE VOTING POWER

5. NUMBER OF 0

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 6,859,268*

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8. WITH: 6,859,268*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,859,268*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

* The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 112,772 by MPM Asset Management Investors 2002 BVIII LLC (BV AM LLC), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). MPM BioVentures III GP, L.P. (BV III GP) and MPM BioVentures III LLC (BV III LLC) are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
Michael Steinmetz

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

SOLE VOTING POWER

5. NUMBER OF 0

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 6,859,268*

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8. WITH: 6,859,268*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,859,268*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

* The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 112,772 by MPM Asset Management Investors 2002 BVIII LLC (BV AM LLC), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). MPM BioVentures III GP, L.P. (BV III GP) and MPM BioVentures III LLC (BV III LLC) are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
Kurt Wheeler

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

SOLE VOTING POWER

5. NUMBER OF 0

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 6,859,268*

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8. WITH: 6,859,268*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,859,268*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

* The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 112,772 by MPM Asset Management Investors 2002 BVIII LLC (BV AM LLC), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). MPM BioVentures III GP, L.P. (BV III GP) and MPM BioVentures III LLC (BV III LLC) are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
Nicholas Simon III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

SOLE VOTING POWER

5. NUMBER OF 0

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 6,859,268*

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8. WITH: 6,859,268*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,859,268*

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

* The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 112,772 by MPM Asset Management Investors 2002 BVIII LLC (BV AM LLC), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). MPM BioVentures III GP, L.P. (BV III GP) and MPM BioVentures III LLC (BV III LLC) are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

CUSIP No. 880781 10 5

NAME OF REPORTING PERSONS

1. I.R.S. Identification No(s). of above person(s) (entities only)
Dennis Henner

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. United States

SOLE VOTING POWER

5. NUMBER OF 45,000*

SHARED VOTING POWER

6. SHARES BENEFICIALLY OWNED BY 6,859,268**

SOLE DISPOSITIVE POWER

7. EACH REPORTING PERSON 45,000*

SHARED DISPOSITIVE POWER

8. WITH: 6,859,268**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 6,904,268* **

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

13.4%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

* Includes 45,000 shares issuable upon exercise of options within 60 days of December 31, 2007.

** The shares are held as follows: 5,707,936 by MPM BioVentures III-QP, L.P. (BV III QP), 383,776 by MPM BioVentures III, L.P. (BV III), 112,772 by MPM Asset Management Investors 2002 BVIII LLC (BV AM LLC), 172,441 by MPM BioVentures III Parallel Fund, L.P. (BV III PF) and 482,343 by MPM BioVentures III GmbH & Co. Beteiligungs KG (BV III KG). MPM BioVentures III GP, L.P. (BV III GP) and MPM BioVentures III LLC (BV III LLC) are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

Item 1.

(a) Name of Issuer

Tercica, Inc.

(b) Address of Issuer's Principal Executive Offices

2000 Sierra Point Parkway, Suite 400

Brisbane, CA 94005

Item 2.

(a) Name of Person Filing

MPM BioVentures III, L.P.

MPM BioVentures III-QP, L.P.

MPM BioVentures III Parallel Fund, L.P.

MPM BioVentures III GmbH & Co. Beteiligungs KG

MPM Asset Management Investors 2002 BVIII LLC

MPM BioVentures III GP, L.P.

MPM BioVentures III LLC

Ansbert Gadicke

Luke Evin

Nicholas Galakatos

Michael Steinmetz

Kurt Wheeler

Nicholas Simon III

Dennis Henner

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

c/o MPM Capital L.P.

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, MA 02116

(c) Citizenship

All entities were organized in Delaware, except MPM BioVentures III GmbH & Co. Beteiligungs KG which was organized in Germany. The individuals are United States citizens.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

880781 10 5

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

MPM BioVentures III, L.P.	383,776
MPM BioVentures III-QP, L.P.	5,707,936
MPM BioVentures III Parallel Fund, L.P.	172,441
MPM BioVentures III GmbH & Co. Beteiligungs KG	482,343
MPM Asset Management Investors 2002 BVIII LLC	112,772
MPM BioVentures III GP, L.P.	6,746,496(1)
MPM BioVentures III LLC	6,746,496(2)
Ansbert Gadicke	6,859,268(3)
Luke Evnin	6,859,268(3)
Nicholas Galakatos	6,859,268(3)
Michael Steinmetz	6,859,268(3)
Kurt Wheeler	6,859,268(3)
Nicholas Simon III	6,859,268(3)
Dennis Henner	6,904,268(3)(4)

Percent of Class:

MPM BioVentures III, L.P.	0.8%
MPM BioVentures III-QP, L.P.	11.1%
MPM BioVentures III Parallel Fund, L.P.	0.3%
MPM BioVentures III GmbH & Co. Beteiligungs KG	0.9%
MPM Asset Management Investors 2002 BVIII LLC	0.2%
MPM BioVentures III GP, L.P.	13.1%
MPM BioVentures III LLC	13.1%
Ansbert Gadicke	13.3%
Luke Evnin	13.3%
Nicholas Galakatos	13.3%
Michael Steinmetz	13.3%
Kurt Wheeler	13.3%
Nicholas Simon III	13.3%
Dennis Henner	13.4%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

MPM BioVentures III, L.P.	383,776
MPM BioVentures III-QP, L.P.	5,707,936
MPM BioVentures III Parallel Fund, L.P.	172,441
MPM BioVentures III GmbH & Co. Beteiligungs KG	482,343
MPM Asset Management Investors 2002 BVIII LLC	112,772
MPM BioVentures III GP, L.P.	0
MPM BioVentures III LLC	0
Ansbert Gadicke	0

Luke Evnin	0
Nicholas Galakatos	0
Michael Steinmetz	0
Kurt Wheeler	0
Nicholas Simon III	0
Dennis Henner	45,000(4)
(ii) Shared power to vote or to direct the vote	
MPM BioVentures III, L.P.	0
MPM BioVentures III-QP, L.P.	0
MPM BioVentures III Parallel Fund, L.P.	0
MPM BioVentures III GmbH & Co. Beteiligungs KG	0
MPM Asset Management Investors 2002 BVIII LLC	0
MPM BioVentures III GP, L.P.	6,746,496(1)
MPM BioVentures III LLC	6,746,496(2)
Ansbert Gadicke	6,859,268(3)
Luke Evnin	6,859,268(3)
Nicholas Galakatos	6,859,268(3)
Michael Steinmetz	6,859,268(3)
Kurt Wheeler	6,859,268(3)
Nicholas Simon III	6,859,268(3)
Dennis Henner	6,859,268(3)
(iii) Sole power to dispose or to direct the disposition of	
MPM BioVentures III, L.P.	383,776
MPM BioVentures III-QP, L.P.	5,707,936
MPM BioVentures III Parallel Fund, L.P.	172,441
MPM BioVentures III GmbH & Co. Beteiligungs KG	482,343
MPM Asset Management Investors 2002 BVIII LLC	112,772
MPM BioVentures III GP, L.P.	0
MPM BioVentures III LLC	0
Ansbert Gadicke	0
Luke Evnin	0
Nicholas Galakatos	0
Michael Steinmetz	0
Kurt Wheeler	0
Nicholas Simon III	0
Dennis Henner	45,000(4)
(iv) Shared power to dispose or to direct the disposition of	
MPM BioVentures III, L.P.	0
MPM BioVentures III-QP, L.P.	0
MPM BioVentures III Parallel Fund, L.P.	0
MPM BioVentures III GmbH & Co. Beteiligungs KG	0
MPM Asset Management Investors 2002 BVIII LLC	0

MPM BioVentures III GP, L.P.	6,746,496(1)
MPM BioVentures III LLC	6,746,496(2)
Ansbert Gadicke	6,859,268(3)
Luke Evin	6,859,268(3)
Nicholas Galakatos	6,859,268(3)
Michael Steinmetz	6,859,268(3)
Kurt Wheeler	6,859,268(3)
Nicholas Simon III	6,859,268(3)
Dennis Henner	6,859,268(3)

- (1) The shares are held as follows:
 5,707,936 by
 MPM
 BioVentures
 III-QP, L.P.
 (BV III QP),
 383,776 by
 MPM
 BioVentures III,
 L.P. (BV III),
 172,441 by
 MPM
 BioVentures III
 Parallel Fund,
 L.P. (BV III PF)
 and 482,343 by
 MPM
 BioVentures III
 GmbH & Co.
 Beteiligungs
 KG (BV III
 KG). The
 Reporting
 Person is the
 direct general
 partner of BV
 III, BV III QP,
 BV III PF and
 BV III KG.
- (2) The shares are held as follows:
 5,707,936 by
 BV III QP,
 383,776 by BV
 III, 172,441 by
 BV III PF and
 482,343 by BV

III KG. The Reporting Person is the indirect general partner of BV III, BV III QP, BV III PF and BV III KG.

- (3) The shares are held as follows: 5,707,936 by BV III QP, 383,776 by BV III, 112,772 by MPM Asset Management Investors 2002 BVIII LLC (BV AM LLC), 172,441 by BV III PF and 482,343 by BV III KG. MPM BioVentures III GP, L.P. (BV III GP) and MPM BioVentures III LLC (BV III LLC) are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG. The Reporting Person is a member of BV III LLC and BV AM LLC. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his proportionate pecuniary interests therein.

- (4) Includes 45,000 shares issuable upon exercise of options within 60 days of December 31, 2007.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

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

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

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.

Dated: February 11, 2008

MPM BIOVENTURES III, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III-QP, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III PARALLEL
FUND, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III GMBH &
CO. BETEILIGUNGS KG

By: MPM BioVentures III GP, L.P.,
in its capacity as the Managing
Limited Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM ASSET MANAGEMENT
INVESTORS 2002
BVIII LLC

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Manager

MPM BIOVENTURES III GP, L.P.

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III LLC

By: /s/ Luke Evnin

By: /s/ Ansbert Gadicke

Name: Luke Evin
Title: Series A Member

Name: Ansbert Gadicke

By: /s/ Luke Evin

By: /s/ Nicholas Galakatos

Name: Luke Evin

Name: Nicholas Galakatos
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By: /s/ Michael Steinmetz

By: /s/ Kurt Wheeler

Name: Michael Steinmetz

Name: Kurt Wheeler

By: /s/ Nicholas Simon III

By: /s/ Dennis Henner

Name: Nicholas Simon III

Name: Dennis Henner

EXHIBITS

A: Joint Filing Agreement

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EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Tercica, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 11th day of February, 2008.

MPM BIOVENTURES III, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III-QP, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III PARALLEL
FUND, L.P.

By: MPM BioVentures III GP, L.P.,
its General Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III GMBH &
CO. BETEILIGUNGS KG

By: MPM BioVentures III GP, L.P.,
in its capacity as the Managing
Limited Partner

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM ASSET MANAGEMENT
INVESTORS 2002
BVIII LLC

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Manager

MPM BIOVENTURES III GP, L.P.

By: MPM BioVentures III LLC,
its General Partner

By: /s/ Luke Evnin

Name: Luke Evnin
Title: Series A Member

MPM BIOVENTURES III LLC

By: /s/ Luke Evin

By: /s/ Ansbert Gadicke

Name:

Luke Evin

Name: Ansbert Gadicke

Title: Series A Member

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By: /s/ Luke Evin

Name: Luke Evin

By: /s/ Nicholas Galakatos

Name: Nicholas Galakatos

By: /s/ Michael Steinmetz

Name: Michael Steinmetz

By: /s/ Kurt Wheeler

Name: Kurt Wheeler

By: /s/ Nicholas Simon III

Name: Nicholas Simon III

By: /s/ Dennis Henner

Name: Dennis Henner

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