

VIACELL INC

Form 4

November 06, 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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 Ownership (Instr. 4)
Common Stock	11/02/2007		X	433,333	A	\$ 1.5	5,012,274 D <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  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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

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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	<u>(2)</u>	11/12/2007	Common Stock	333,333
Warrant to Purchase Common Stock (Right to Buy)	\$ 1.5	11/02/2007		X	100,000	<u>(2)</u>	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 X  
200 CLARENDON STREET, 54TH FLOOR  
BOSTON, MA 02116

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

## 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).

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. 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.