

HEMOSENSE INC
Form 4/A
November 08, 2007

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WHEELER KURT

(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)
11/07/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/06/2007 | | D | | 3,828,319 (1) | D | (1) 0 |
| | | | | | | I | See Footnote (1) |

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

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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 |
| Stock Option (Right to Buy) | \$ 6 | 11/06/2007 | | D | 11,250 | <u>(2)</u> | 02/13/2016 | Common Stock | 11,250 |
| Stock Option (Right to Buy) | \$ 5.68 | 11/06/2007 | | D | 3,750 | <u>(2)</u> | 03/16/2016 | Common Stock | 3,750 |
| Stock Option (Right to Buy) | \$ 5.04 | 11/06/2007 | | D | 3,750 | <u>(2)</u> | 03/14/2017 | Common Stock | 3,750 |
| Common Stock Warrant (Right to Buy) | \$ 5.5 | 11/06/2007 | | D | 42,225 <u>(3)</u> | <u>(3)</u> | 04/25/2010 | Common Stock | 42,225 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WHEELER KURT C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Kurt Wheeler 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).

(1) 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 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. The Reporting Person is a member of AM 2000B and AM II LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(2) These options were assumed by Inverness in the merger and replaced with options to purchase shares of Inverness common stock. The number of shares of Inverness common stock subject to the assumed options is calculated by multiplying the number of shares of the Issuer's common stock subject to the options held by 0.274192, rounded down on a per-option basis to the next whole share. The exercise prices of the assumed options is equal to the exercise prices of the Issuer options divided by 0.274192, rounded up to the next cent.

(3) 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 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. The Reporting Person is a member of AM 2000B and AM II LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

Remarks:

This Form 4/A is being filed to include the shares of common stock reflected in Table I and the warrants reflected in Table II, were originally inadvertently excluded from the Form 4 filed by the Reporting Person on November 7, 2007.

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

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