

VIACELL INC
Form 4
March 02, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TULLIS JAMES L L

(Last) (First) (Middle)

C/O TULLIS-DICKERSON & CO.,
INC., 2 GREENWICH PLAZA, 4TH
FLOOR

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIACELL INC [VIAC]

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

02/28/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/28/2006 | | J ⁽¹⁾ | | 335,351 ⁽¹⁾ | D | \$ 0 |
| | | | | | 2,176,471 | I | |
| | | | | | | | See footnote ⁽²⁾ |

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 displays a currently valid OMB control 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TULLIS JAMES L L C/O TULLIS-DICKERSON & CO., INC. 2 GREENWICH PLAZA, 4TH FLOOR GREENWICH, CT 06830 | | X | | |

Signatures

/s/ Gloria Skigen,
Attorney-in-Fact

03/02/2006

__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) Distribution by TD Javelin Capital Fund, L.P. of 92,167 shares, TD Javelin Capital Fund II, L.P. of 68,184 shares, and TD Origen Capital Fund, L.P. of 175,000 shares to the Small Business Administration.
Subsequent to the distribution described in footnote (1) above, TD Javelin Capital Fund, L.P. owns 829,500 shares; TD Javelin Capital Fund II, L.P. owns 613,654 shares; TD Lighthouse Capital Fund, L.P. owns 558,317 shares; Tullis-Dickerson Capital Focus II, L.P. owns 175,000 shares; and TD Origen Capital Fund, L.P. owns no shares. The reporting person shares with other persons voting and/or
- (2) dispositive power over such shares, and he disclaims beneficial ownership of such shares except to the extent of his proportionate pecuniary interests therein. The general partner of TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P. and TD Lighthouse Capital Fund, L.P. is TD II Regional Partners, Inc., of which the reporting person is chief executive officer. The general partner of TD Javelin Capital Fund, L.P. is JVP, L.P.; its general partner is JVP, Inc., of which the reporting person is chief executive officer.

Remarks:

Exhibit 24.1 -- Power of Attorney

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.