

MAP Pharmaceuticals, Inc.
Form 3
October 04, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â GOLDFISCHER CARL
(Last) (First) (Middle)

C/O BAY CITY
CAPITAL,Â 750 BATTERY
STREET, SUITE 400

(Street)

SAN FRANCISCO,Â CAÂ 94111

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
10/04/2007

3. Issuer Name and Ticker or Trading Symbol
MAP Pharmaceuticals, Inc. [MAPP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

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				Shares		or Indirect (1) (Instr. 5)	
Series B Preferred Stock <u>(1)</u>	10/10/2007 ⁽²⁾	10/10/2007 ⁽³⁾	Common Stock	1,091,815 <u>(4)</u>	\$ 0 <u>(5)</u>	I	See footnote <u>(6)</u>
Series C Preferred Stock <u>(1)</u>	10/10/2007 ⁽²⁾	10/10/2007 ⁽³⁾	Common Stock	448,963 <u>(4)</u>	\$ 0 <u>(5)</u>	I	See footnote <u>(7)</u>
Series D Preferred Stock <u>(1)</u>	10/10/2007 ⁽²⁾	10/10/2007 ⁽³⁾	Common Stock	629,829 <u>(4)</u>	\$ 0 <u>(5)</u>	I	See footnote <u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDFISCHER CARL C/O BAY CITY CAPITAL 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111	Â X	Â	Â	Â

Signatures

/s/ Carl Goldfischer, M.D. 10/04/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Automatically Convertible into shares of Common Stock upon the closing of the MAP Pharmaceuticals, Inc. Initial Public Offering.
- (2) Immediately Convertible.
- (3) Not Applicable.
- (4) Reflects 1-for-1 conversion into shares of Common Stock.
- (5) 1-for-1
Represents 1,068,779 shares held by Bay City Capital Fund IV, L.P. and 23,036 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (6) Represents 439,490 shares held by Bay City Capital Fund IV, L.P. and 9,473 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (7) Represents 616,540 shares held by Bay City Capital Fund IV, L.P. and 13,289 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (8)

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.