

PROSPECT ASSOCIATES II L P
 Form 4
 September 08, 2005

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 *
 PROSPECT VENTURE PARTNERS II LP

(Last) (First) (Middle)
 435 TASSO STREET, SUITE 200
 (Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TERCICA INC [TRCA]

3. Date of Earliest Transaction (Month/Day/Year)
 09/02/2005

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 09/02/2005 | | J ⁽¹⁾ | 940,196 | D \$ 0 | 2,820,588 | I | By Prospect Venture Partners II, L.P. ⁽⁴⁾ |
| Common Stock | 09/02/2005 | | J ⁽²⁾ | 14,318 | D \$ 0 | 42,952 | I | By Prospect Associates II, L.P. ⁽⁴⁾ |
| Common Stock | 09/02/2005 | | J ⁽³⁾ | 77,291 | A \$ 0 | 77,291 | I | By Prospect Management Co. II, LLC ⁽⁴⁾ |

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

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PROSPECT VENTURE PARTNERS II LP 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| PROSPECT ASSOCIATES II L P 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| PROSPECT MANAGEMENT CO II LLC 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| SCHNELL DAVID 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| TANANBAUM JAMES B 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301 | | X | | |
| HIRSCH RUSSELL C 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301 | | X | | |

Signatures

| | |
|------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Prospect Venture Partners II, L.P. By: Prospect Management Co. II, LLC Its: General Partner By: /s/ Russell C. Hirsch Managing Member | 09/08/2005 Date |
| __Signature of Reporting Person | |
| Prospect Associates II, L.P. By: Prospect Management Co. II, LLC Its: General Partner By: /s/ Russell C. Hirsch Managing Member | 09/08/2005 Date |
| __Signature of Reporting Person | |
| Prospect Management Co. II, LLC By: /s/ Russell C. Hirsch Managing Member | 09/08/2005 Date |
| __Signature of Reporting Person | |
| /s/ David Schnell | 09/08/2005 Date |
| __Signature of Reporting Person | |
| /s/ James B. Tananbaum | 09/08/2005 Date |
| __Signature of Reporting Person | |
| /s/ Russell C. Hirsch | 09/08/2005 Date |
| __Signature of Reporting Person | |

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) Represents in-kind distribution by Prospect Venture Partners II, L.P. without consideration to its limited and general partners.
- (2) Represents in-kind distribution by Prospect Associates II, L.P. without consideration to its limited and general partners.
- (3) Represents change in ownership by Prospect Management Co. II, LLC, as general partner of Prospect Venture Partners II, L.P. and Prospect Associates II, L.P., from indirect to direct in connection with the in-kind distribution by such entities without consideration to their partners.
- (4) Alexander Barkas (who is a director of the Issuer and files separate Section 16(a) reports), Russell C. Hirsch, David Schnell and James B. Tananbaum are managing members of Prospect Management Co. II, LLC, the general partner of each of Prospect Venture Partners II, L.P. and Prospect Associates II, L.P. Each of the Reporting Persons disclaims beneficial ownership except to the extent of his or its pecuniary interests therein.

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.