

VIACELL INC
Form 5
February 12, 2007

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
EVNIN LUKE

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 01/19/2006 | ^ | X4 | 125,000 (1) | A \$ 5 5,053,489 | I | See Footnote (2) |
| Common Stock | 01/19/2006 | ^ | F4 | 113,637 (3) | D \$ 5.5 4,939,852 | I | See Footnote (4) |
| | ^ | ^ | 3 | ^ | ^ ^ ^ | I | |

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|---|---|------------------|
| Common Stock | | | | | | | | | See Footnote (5) |
| Common Stock | ^ | ^ | 3 | ^ | ^ | ^ | ^ | I | See Footnote (6) |

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 2270 (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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Warrant (Right to Buy) | \$ 5 | 01/19/2006 | ^ | X4 | ^ 125,000 | 01/26/2005 | 01/26/2006 | Common Stock | 125,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EVNIN LUKE C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |
| MPM Founders LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Luke Evnin | 02/09/2007 |
| **Signature of Reporting Person | Date |
| /s/ Ansbert Gadicke | 02/09/2007 |
| **Signature of Reporting Person | Date |
| By Luke Evnin, manager of MPM Founders LLC /s/ Luke Evnin | 02/09/2007 |
| **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).

The shares were exercised as follows: 111,167 by BB BioVentures, L.P. ("BB BioVentures"), 12,620 by MPM BioVentures Parallel Fund, L.P. ("MPM Parallel") and 1,213 by MPM Asset Management Investors 2000A LLC ("MPM Asset"). BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. ("BAB BV"), BAB BioVentures NV and MPM

(1) BioVentures I LLC ("BioVentures LLC") are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. ("BioVentures LP") and BioVentures LLC are the direct and indirect general partners of MPM Parallel. Luke Evnin, Ansbert Gadicke and Michael Steinmetz are the managers of BAB NV, MPM Asset and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

(2) The shares held as follows: 4,680,002 by BB BioVentures, 347,101 by MPM Parallel and 26,386 by MPM Asset.

(3) The shares were net exercised and disposed of as follows: 101,061 by BB BioVentures, 11,473 by MPM Parallel and 1,103 by MPM Asset.

(4) The shares held as follows: 4,578,941 by BB BioVentures, 335,628 by MPM Parallel and 25,283 by MPM Asset.

(5) The shares are held by MPM Founders LLC ("MPM Founders"). Luke Evnin and Ansbert Gadicke are members of MPM Founders. Luke Evnin and Ansbert Gadicke disclaim beneficial ownership of the securities except to the extent of their pecuniary interest therein.

The shares are held as follows: 130,880 by MPM BioVentures II-QP, L.P. ("BV II QP"), 14,444 by MPM BioVentures II, L.P. ("BV II"), 2,715 by MPM Asset Management Investors 2001 LLC ("AM 2001") and 46,089 by MPM BioVentures GmbH & Co.

(6) 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. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are members of AM II LLC and AM 2001. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.

(7) On September 30, 2003, BB BioVentures, MPM Parallel and MPM Asset acquired, for a combined price of \$1,000,000 and at \$8 per unit, 125,000 shares of Series J Preferred Stock and a right, contingent upon closing of the IPO of the common stock at less than \$9.70 per share, to 125,000 warrants to purchase common stock. Issuer's IPO of its common stock at a price of \$7 per share occurred on January 26, 2005.

(8) No shares owned.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.