

GALAKATOS NICHOLAS
Form 3
July 13, 2005

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MPM BIOVENTURES II QP LP			(Month/Day/Year)	CRYOCOR INC [CRYO]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O MPM ASSET MANAGEMENT,Â 111 HUNTINGTON AVE., 31ST FLOOR				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
				(specify below)	
BOSTON,Â MAÂ 02199				6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)		<input type="checkbox"/> Form filed by One Reporting Person	
				<input checked="" type="checkbox"/> 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)
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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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series B Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	455,713	\$ (3)	I	See Footnote (4)
Series C Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	795,280	\$ (5)	I	See Footnote (6)
Series D Redeemable Convertible Preferred Stock	Â (1)	Â (2)	Common Stock	1,471,388	\$ (7)	I	See Footnote (8)
Warrant (right to buy)	Â (1)	Â (9)	Common Stock	4,778	\$ 13.02	I	See Footnote (10)
Warrant (right to buy)	Â (1)	Â (11)	Common Stock	121,940	\$ 8.37	I	See Footnote (12)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â
MPM BIOVENTURES II GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT INVESTORS 2000B LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â

GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â
STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â
GALAKATOS NICHOLAS C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â
EVNIN LUKE C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199	Â	Â X	Â	Â

Signatures

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P /s/ Luke Evnin	07/13/2005
**Signature of Reporting Person	Date
By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P.,the general partner of MPM BioVentures II, L.P /s/ Luke Evnin	07/13/2005
**Signature of Reporting Person	Date
By Luke Evnin, member of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P.,the general partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin	07/13/2005
**Signature of Reporting Person	Date
By Luke Evnin, manager of MPM Asset Management Investors 2000B LLC /s/ Luke Evnin	07/13/2005
**Signature of Reporting Person	Date
By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin	07/13/2005
**Signature of Reporting Person	Date
By Luke Evnin, manager of MPM Asset Management II, LLC /s/ Luke Evnin	07/13/2005
**Signature of Reporting Person	Date
/s/ Ansbert Gadicke	07/13/2005
**Signature of Reporting Person	Date
/s/ Michael Steinmetz	07/13/2005
**Signature of Reporting Person	Date
/s/ Nicholas Galakatos	07/13/2005
**Signature of Reporting Person	Date
/s/ Luke Evnin	07/13/2005

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) Immediate.
- (2) Not applicable.
- (3) Each share of Series B Convertible Preferred Stock will convert automatically into shares of Common Stock on a 0.281249 for 1 basis immediately prior to the closing of the Issuer's initial public offering.
- The shares are held as follows: 306,787 by MPM BioVentures II-QP, L.P. ("BV II QP"), 33,859 by MPM BioVentures II, L.P. ("BV II"), 7,063 by MPM Asset Management Investors 2000B LLC ("AM 2000B") and 108,004 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. Luke Evnin, Ansbert Gadick, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM II LLC and AM 2000B. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (4) Each share of Series C Convertible Stock will convert automatically into shares of Common Stock on a 0.237750 for 1 basis immediately prior to the closing of the Issuer's initial public offering.
- (5) The shares are held as follows: 535,384 by BV II QP, 59,089 by BV II, 12,326 by AM 2000B and 188,481 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (6) Each share of Series D Redeemable Convertible Stock will convert automatically into shares of Common Stock on a 0.036272 for 1 basis immediately prior to the closing of the Issuer's initial public offering.
- (7) The shares are held as follows: 990,540 by BV II QP, 109,323 by BV II, 22,805 by AM 2000B and 348,720 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (8) Expires November 8, 2006. All warrants terminate if and to the extent not exercised prior to the completion of the Issuer's initial public offering.
- (9) The shares are held as follows: 3,217 by BV II QP, 355 by BV II, 74 by AM 2000B and 1,132 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (10) 60,970 of the shares expire on February 3, 2008 and 60,970 of the shares expire on March 28, 2008. All warrants terminate if and to the extent not exercised prior to the completion of the Issuer's initial public offering.
- (11) The shares are held as follows: 82,092 by BV II QP, 9,060 by BV II, 1,888 by AM 2000B and 28,900 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (12)

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.