

Edgar Filing: BIOTRANSPLANT INC - Form SC 13D

BIOTRANSPLANT INC  
Form SC 13D  
May 25, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO \_\_\_\_\_) \*

BIOTRANSPLANT INC.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

09066Y 10 7

-----  
(CUSIP Number)

W. Stephen Holmes, III  
3000 Sand Hill Road  
Building 3, Suite 255  
Menlo Park, CA 94025

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

May 16, 2001

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, see the Notes).

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1	NAME OF REPORTING PERSONS		
	InterWest Partners V, LP		
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) <input type="checkbox"/>		
	(b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	California		
	NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER
			619,091
		8	SHARED VOTING POWER
			0
		9	SOLE DISPOSITIVE POWER
			619,091
		10	SHARED DISPOSITIVE POWER
			0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	619,091		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	3.5%		
14	TYPE OF REPORTING PERSON		
	PN		

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by InterWest Partners VI, LP that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or

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for any other purpose, and such beneficial ownership is expressly disclaimed.

2.

1	NAME OF REPORTING PERSONS		
	InterWest Partners VI, LP		
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) <input type="checkbox"/>		
	(b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	California		
	NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER
			577,679
		8	SHARED VOTING POWER
			0
		9	SOLE DISPOSITIVE POWER
			577,679
		10	SHARED DISPOSITIVE POWER
			0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	577,679		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	3.3%		
14	TYPE OF REPORTING PERSON		
	PN		

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Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by InterWest Partners VI, LP that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

3.

1	NAME OF REPORTING PERSONS		
	InterWest Investors V		
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) <input type="checkbox"/>		
	(b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	California		
	NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER
			3,891
		8	SHARED VOTING POWER
			0
		9	SOLE DISPOSITIVE POWER
			3,891
		10	SHARED DISPOSITIVE POWER
			0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,891		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		<input type="checkbox"/>

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

PN

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by InterWest Investors V that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

4.

1 NAME OF REPORTING PERSONS

InterWest Investors VI, LP

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	18,111
--	---	-------------------	--------

8	SHARED VOTING POWER	0
---	---------------------	---

9	SOLE DISPOSITIVE POWER	18,111
---	------------------------	--------

10	SHARED DISPOSITIVE POWER	0
----	--------------------------	---

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

18,111

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING PERSON

PN

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by InterWest Investors VI, LP that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

5.

1 NAME OF REPORTING PERSONS

InterWest Management Partners V, LP (the general partner of InterWest Partne

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH SOLE VOTING POWER 619,091

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8	SHARED VOTING POWER	0
9	SOLE DISPOSITIVE POWER	619,091
10	SHARED DISPOSITIVE POWER	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	619,091
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	3.5%
14	TYPE OF REPORTING PERSON	PN

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by InterWest Management Partners V, LP (the general partner of InterWest Partners V, LP) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

6.

1	NAME OF REPORTING PERSONS	InterWest Management Partners VI, LLC (the general partner of InterWest Partners VI, S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	California
7	SOLE VOTING POWER	595,790

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SHARES  
BENEFICIALLY  
OWNED BY  
REPORTING  
PERSON  
WITH

	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	595,790
	10	SHARED DISPOSITIVE POWER	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	595,790		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	3.4%		
14	TYPE OF REPORTING PERSON		
	PN		

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by InterWest Management Partners VI, LLC (the general partner of InterWest Partners VI, LP and InterWest Investors VI, LP) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

7.

1	NAME OF REPORTING PERSONS		
	Harvey B. Cash (a Special Limited Partner of InterWest Management Partners V, LP and Management Partners VI, LLC)		
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a)	[ ]	
	(b)	[X]	
3	SEC USE ONLY		
4	SOURCE OF FUNDS		



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-----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
 NUMBER OF 7 SOLE VOTING POWER 0  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 REPORTING  
 PERSON  
 WITH

-----  
 8 SHARED VOTING POWER 595,790

-----  
 9 SOLE DISPOSITIVE POWER 0

-----  
 10 SHARED DISPOSITIVE POWER 595,790

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

595,790

-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.4%

-----  
 14 TYPE OF REPORTING PERSON

IN

=====

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash (a Special Limited Partner of InterWest Management Partners V, LP and a Managing Director of InterWest Management Partners VI, LLC) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

8.

-----  
 1 NAME OF REPORTING PERSONS

Alan W. Crites (a General Partner of InterWest Management Partners V, LP, a General Partner of InterWest Management Partners VI, LLC and a Managing Director of InterWest Management Partners VI, LLC)

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a) [ ]  
 (b) [X]

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
 OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 United States

---

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	1,218,772
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	1,218,772

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,218,772

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 6.9%

---

14 TYPE OF REPORTING PERSON  
 IN

---

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by Alan W. Crites (a General Partner of InterWest Management Partners V, LP, a General Partner of InterWest Investors V and a Managing Director of InterWest Management Partners VI, LLC) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

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1 NAME OF REPORTING PERSONS

Philip T. Gianos (a General Partner of InterWest Management Partners V, LP and Management Partners VI, LLC)

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
 (a)  [ ]  
 (b)  [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	0
--	---	-------------------	---

	8	SHARED VOTING POWER	1,214,881
--	---	---------------------	-----------

	9	SOLE DISPOSITIVE POWER	0
--	---	------------------------	---

	10	SHARED DISPOSITIVE POWER	1,214,881
--	----	--------------------------	-----------

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,214,881

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:  [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.9%

14 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos (a General Partner of InterWest Management Partners V, LP and a Managing Director of InterWest Management Partners VI, LLC) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

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10.

1	NAME OF REPORTING PERSONS	<p>W. Scott Hedrick (a General Partner of InterWest Management Partners V, LP, a General Partner of InterWest Management Partners VI, LLC) and a Managing Director of InterWest Management Partners VI, LLC)</p> <p>S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS</p>												
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	<p>(a) <input type="checkbox"/></p> <p>(b) <input checked="" type="checkbox"/></p>												
3	SEC USE ONLY													
4	SOURCE OF FUNDS	<p>OO</p>												
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)													
6	CITIZENSHIP OR PLACE OF ORGANIZATION	<p>United States</p>												
	NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	<table border="0" style="width: 100%;"> <tr> <td style="width: 30%; text-align: center;">7</td> <td style="width: 40%;">SOLE VOTING POWER</td> <td style="width: 30%; text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">8</td> <td>SHARED VOTING POWER</td> <td style="text-align: right;">1,218,772</td> </tr> <tr> <td style="text-align: center;">9</td> <td>SOLE DISPOSITIVE POWER</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">10</td> <td>SHARED DISPOSITIVE POWER</td> <td style="text-align: right;">1,218,772</td> </tr> </table>	7	SOLE VOTING POWER	0	8	SHARED VOTING POWER	1,218,772	9	SOLE DISPOSITIVE POWER	0	10	SHARED DISPOSITIVE POWER	1,218,772
7	SOLE VOTING POWER	0												
8	SHARED VOTING POWER	1,218,772												
9	SOLE DISPOSITIVE POWER	0												
10	SHARED DISPOSITIVE POWER	1,218,772												
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	<p>1,218,772</p>												
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<p><input type="checkbox"/></p>												
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	<p>6.9%</p>												
14	TYPE OF REPORTING PERSON	<p>IN</p>												

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Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by W. Scott Hedrick (a General Partner of InterWest Management Partners V, LP, a General Partner of InterWest Investors V and a Managing Director of InterWest Management Partners VI, LLC) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

11.

1	NAME OF REPORTING PERSONS		
	W. Stephen Holmes (a General Partner of InterWest Management Partners V, LP, a General Partner of InterWest Investors V and a Managing Director of InterWest Management Partners VI, LLC)		
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
	(a) <input type="checkbox"/>		
	(b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	00		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	United States		
	NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER
			0
		8	SHARED VOTING POWER
			1,218,772
		9	SOLE DISPOSITIVE POWER
			0
		10	SHARED DISPOSITIVE POWER
			1,218,772
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,218,772		

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-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
6.9%  
-----  
14 TYPE OF REPORTING PERSON  
IN  
=====

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes (a General Partner of InterWest Management Partners V, LP, a General Partner of InterWest Investors V and a Managing Director of InterWest Management Partners VI, LLC) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

12.

=====

1 NAME OF REPORTING PERSONS  
Gilbert H. Kliman (a Venture Member of InterWest Management Partners VI, LLC)  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS  
OO

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	0
--	---	-------------------	---

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8	SHARED VOTING POWER	595,790
9	SOLE DISPOSITIVE POWER	0
10	SHARED DISPOSITIVE POWER	595,790
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	595,790	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	3.4%	
14	TYPE OF REPORTING PERSON	
	IN	

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman (a Venture Member of InterWest Management Partners VI, LLC) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

13.

1	NAME OF REPORTING PERSONS	
	Robert R. Momsen (a General Partner of InterWest Management Partners V, LP, a General Partner of InterWest Management Partners VI, LLC) and a Managing Director of InterWest Management Partners VI, LLC)	
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a)	[ ]
	(b)	[X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	

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	NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	0
		8	SHARED VOTING POWER	1,218,772
		9	SOLE DISPOSITIVE POWER	0
		10	SHARED DISPOSITIVE POWER	1,218,772
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			1,218,772
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:			[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			6.9%
14	TYPE OF REPORTING PERSON			IN

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by Robert R. Momsen (a General Partner of InterWest Management Partners V, LP, a General Partner of InterWest Investors V and a Managing Director of InterWest Management Partners VI, LLC) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

14.

1	NAME OF REPORTING PERSONS			Arnold L. Oronsky (a General Partner of InterWest Management Partners V, LP and Management Partners VI, LLC)
	S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) [ ] (b) [X]
3	SEC USE ONLY			



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4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	0
--	---	-------------------	---

	8	SHARED VOTING POWER	1,214,881
--	---	---------------------	-----------

	9	SOLE DISPOSITIVE POWER	0
--	---	------------------------	---

	10	SHARED DISPOSITIVE POWER	1,214,881
--	----	--------------------------	-----------

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,214,881

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.9%

14 TYPE OF REPORTING PERSON

IN

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky (a General Partner of InterWest Management Partners V, LP and a Managing Director of InterWest Management Partners VI, LLC) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

15.

1 NAME OF REPORTING PERSONS

Wallace Hawley (a General Partner of InterWest Partners V, LP and InterWest Investors

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

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-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
     (a)           [ ]  
     (b)           [X]

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS  
     OO

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
     United States

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH	7	SOLE VOTING POWER	0
-----			
	8	SHARED VOTING POWER	622,982
-----			
	9	SOLE DISPOSITIVE POWER	0
-----			
	10	SHARED DISPOSITIVE POWER	622,982
-----			

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
     622,982

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:   [ ]

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
     3.5%

-----

14 TYPE OF REPORTING PERSON  
     IN

=====

Neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by Wallace Hawley (a General Partner of InterWest Partners V, LP and InterWest Investors V) that it is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

16.

ITEM 1. SECURITY AND ISSUER

This statement on Schedule 13D relates to the Common Stock (the "Common Stock") of BioTransplant Inc., a Delaware corporation ("BioTransplant"). The principal

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executive offices of BioTransplant are located at Building 75, Third Avenue, Building 96 13th Street, Charleston, MA 02129.

### ITEM 2. IDENTITY AND BACKGROUND

- (a)-(b) The undersigned hereby file this Schedule 13D Statement on behalf of InterWest Partners V, LP ("IW5"), InterWest Partners VI, LP ("IW6"), InterWest Investors V ("II5"), InterWest Investors VI, LP ("II6"), InterWest Management Partners V, LP ("IMP5"), InterWest Management Partners VI, LLC, ("IMP6"), Harvey B. Cash ("HBC"), Alan W. Crites ("AWC"), Philip T. Gianos ("PTG"), W. Scott Hedrick ("WSH"), W. Stephen Holmes III ("SH"), Robert R. Momsen ("RRM"), Arnold L. Oronsky ("ALO") Gilbert H. Kliman ("GHK"), and Wallace Hawley ("WRH"). IW5, IW6, II5 and II6 are venture capital funds. IMP5 is the general partner of IW5. IMP6 is the general partner of IW6 and II6. HBC is a special limited partner of IMP5 and a managing director of IMP6. AWC, PTG, WSH, SH, RRM and ALO are general partners of IMP5 and managing directors of IMP6. GHK is a venture partner of IMP6. WRH is a general partner of IW5 and II5. AWC, WSH, SH and RRM are also general partners of II5. The address of the principal office for each of the above is 3000 Sand Hill Road, Building 3, Suite 255, Menlo Park, CA 94025.
- (c) Each of HBC, AWC, PTG, WSH, SH, GHK, RRM, ALO and WRH is a venture capitalist.
- (d)-(e) Not applicable.
- (f) All of the individuals named in Schedule I to this Schedule 13D are citizens of the United States.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Under the terms of the Agreement and Plan of Merger entered into by and between BioTransplant and Eligix, Inc. ("Eligix"), BioTransplant plans to issue 6.6 million shares of its Common Stock to the Eligix holders in exchange for all the outstanding Eligix shares. The persons filing this statement exchanged their shares of Eligix for the shares of BioTransplant described in this statement.

### ITEM 4. PURPOSE OF TRANSACTION

As noted in Item 3 above, the Common Stock was issued in exchange for shares of Eligix held by the persons filing this statement.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

	IW5	IW6	II5
Beneficial Ownership	619,091	577,679	3,891
Percentage of Class	3.5%	3.3%	*
Sole Voting Power	619,091	577,679	3,891
Shared Voting Power	0	0	0

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Sole Dispositive Power	619,091	577,679	3,891
Shared Dispositive Power	0	0	0
	IMP5	IMP6	HBC
Beneficial Ownership	619,091	595,790	595,790
Percentage of Class	3.5%	3.4%	3.4%
Sole Voting Power	619,091	595,790	0
Shared Voting Power	0	0	595,790
Sole Dispositive Power	619,091	595,790	0
Shared Dispositive Power	0	0	595,790

17.

	PTG	WSH	SH
Beneficial Ownership	1,214,881	1,218,772	1,218,772
Percentage of Class	6.9%	6.9%	6.9%
Sole Voting Power	0	0	0
Shared Voting Power	1,214,881	1,218,772	1,218,772
Sole Dispositive Power	0	0	0
Shared Dispositive Power	1,214,881	1,218,772	1,218,772

	RRM	ALO	WRH
Beneficial Ownership	1,218,772	1,214,881	622,982
Percentage of Class	6.9%	6.9%	3.5%
Sole Voting Power	0	0	0
Shared Voting Power	1,218,772	1,214,881	622,982
Sole Dispositive Power	0	0	0
Shared Dispositive Power	1,218,772	1,214,881	622,982

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Other than as described in Item 4 or Item 5 above, to InterWest's knowledge, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of BioTransplant, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Joint Filing Statement attached as Exhibit A.

18.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: May 24, 2001

INTERWEST PARTNERS V, LP

By: InterWest Management Partners V, LP  
its General Partner

By: \_\_\_\_\_  
General Partner

INTERWEST INVESTORS V

By: \_\_\_\_\_  
General Partner

INTERWEST MANAGEMENT PARTNERS V, LP

By: \_\_\_\_\_  
General Partner

HARVEY B. CASH

\_\_\_\_\_  
ALAN W. CRITES

\_\_\_\_\_

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners VI, LLC  
its General Partner

By: \_\_\_\_\_  
Managing Director

INTERWEST INVESTORS VI, LP

By: InterWest Management Partners VI, LLC  
its General Partner

By: \_\_\_\_\_  
Managing Director

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: \_\_\_\_\_  
Managing Director

W. STEPHEN HOLMES

\_\_\_\_\_  
GILBERT H. KLIMAN

\_\_\_\_\_

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PHILIP T. GIANOS

ROBERT R. MOMSEN

-----  
W. SCOTT HEDRICK

-----  
ARNOLD L. ORONSKY

-----  
WALLACE HAWLEY

19.

EXHIBIT A

Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13D is filed on behalf of each of us.

INTERWEST PARTNERS V, LP

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners V, LP  
its General Partner

By: InterWest Management Partners VI, LLC  
its General Partner

By: \_\_\_\_\_  
General Partner

By: \_\_\_\_\_  
Managing Director

INTERWEST INVESTORS V

INTERWEST INVESTORS VI, LP

By: \_\_\_\_\_  
General Partner

By: InterWest Management Partners VI, LLC  
its General Partner

By: \_\_\_\_\_  
Managing Director

INTERWEST MANAGEMENT PARTNERS V, LP

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: \_\_\_\_\_  
General Partner

By: \_\_\_\_\_  
Managing Director

HARVEY B. CASH

W. STEPHEN HOLMES

-----  
ALAN W. CRITES

-----  
GILBERT H. KLIMAN

-----  
PHILIP T. GIANOS

-----  
ROBERT R. MOMSEN

-----  
W. SCOTT HEDRICK

-----  
ARNOLD L. ORONSKY

-----  
WALLACE HAWLEY  
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20.