

VIACELL INC
Form 4
November 06, 2007

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 *
BB BIOVENTURES L P

2. Issuer Name and Ticker or Trading Symbol
VIACELL INC [VIAC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2007

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

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

BOSTON, MA 02116

(City) (State) (Zip)

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 Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	11/02/2007		X	433,333 A \$ 1.5	5,012,274	D ⁽¹⁾	

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

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SEC 1474 (9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Warrant to Purchase Common Stock (Right to Buy)	\$ 1.5	11/02/2007		X	333,333	(2) 11/12/2007	Common Stock	333,333	
Warrant to Purchase Common Stock (Right to Buy)	\$ 1.5	11/02/2007		X	100,000	(2) 05/21/2009	Common Stock	100,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BB BIOVENTURES L P C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
BAB BIO VENTURES LLP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
BAB BIO VENTURES NV C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
MPM BIO VENTURES I LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		X		
EVNIN LUKE C/O MPM ASSET MANAGEMENT		X		

200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

GADICKE ANSBERT
C/O MPM ASSET MANAGEMENT X
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

STEINMETZ MICHAEL
C/O MPM ASSET MANAGEMENT X
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

Signatures

By Ansbert Gadicke, manager of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P., the general partner of BB BioVentures L.P. /s/ Ansbert Gadicke 11/06/2007

__Signature of Reporting Person Date

By Ansbert Gadicke, manager of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P. /s/ Ansbert Gadicke 11/06/2007

__Signature of Reporting Person Date

By Ansbert Gadicke, manager of BAB BioVentures NV /s/ Ansbert Gadicke 11/06/2007

__Signature of Reporting Person Date

By Ansbert Gadicke, manager of MPM BioVentures I LLC /s/ Ansbert Gadicke 11/06/2007

__Signature of Reporting Person Date

/s/ Luke Evnin 11/06/2007

__Signature of Reporting Person Date

/s/ Ansbert Gadicke 11/06/2007

__Signature of Reporting Person Date

/s/ Michael Steinmetz 11/06/2007

__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).

Securities reported herein are held of record by BB BioVentures LP ("BB BioVentures"). BAB BioVentures L.P. and BAB BioVentures NV ("BAB NV") are the direct and indirect general partners of BB BioVentures. MPM BioVentures I LLC ("BioVentures LLC") has a 50% voting interest in BAB NV. Luke Evnin, Ansbert Gadicke and Michael Steinmetz are the managers of BAB NV and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

(2) Immediately.

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.