

METABASIS THERAPEUTICS INC

Form SC 13G/A

May 06, 2008

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response...10.4

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13G/A
Under the Securities Exchange Act of 1934
(AMENDMENT NO. 4)*
METABASIS THERAPEUTICS, INC**

(Name of Issuer)
Common Stock

(Title of Class of Securities)
59101M 10 5

(CUSIP Number)
April 16, 2008

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 in 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 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 17 Pages

CUSIP No. 59101M 10 5

13G

Page 2 of 17 Pages

NAME OF REPORTING PERSONS

1 InterWest Partners VII, LP

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
California

SOLE VOTING POWER

5

NUMBER OF 3,717,282

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 3,717,282

SHARED DISPOSITIVE POWER

8

WITH: 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,717,282

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.6%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 59101M 10 5

13G

Page 3 of 17 Pages

NAME OF REPORTING PERSONS

1 InterWest Investors VII, LP

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
California

SOLE VOTING POWER

5

NUMBER OF 177,970

SHARED VOTING POWER

6

OWNED BY 0

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 177,970

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

177,970

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 59101M 10 5

13G

Page 4 of 17 Pages

NAME OF REPORTING PERSONS

1 InterWest Management Partners VII, LLC (the General Partner of InterWest Partners VII, LP and InterWest Investors VII, LP)

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
California

SOLE VOTING POWER

5

NUMBER OF 3,895,252

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**

0

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**

3,895,252

SHARED DISPOSITIVE POWER

WITH: **8**

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,895,252

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

11.2%

TYPE OF REPORTING PERSON

14

OO

CUSIP No. 59101M 10 5

13G

Page 5 of 17 Pages

NAME OF REPORTING PERSONS

1 Harvey B. Cash (a Managing Director of InterWest Management Partners VII, LLC)

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF 50,000

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,895,252

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 50,000

SHARED DISPOSITIVE POWER

8

WITH: 3,895,252

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,945,252

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

11.3%

TYPE OF REPORTING PERSON

12

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he 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, except to the extent of his pecuniary interest.

Page 5 of 17 Pages

CUSIP No. 59101M 10 5

13G

Page 6 of 17 Pages

NAME OF REPORTING PERSONS

1 Philip T. Gianos (a Managing Director of InterWest Management Partners VII, LLC)

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,895,252

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 3,895,252

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,895,252

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

11.2%

TYPE OF REPORTING PERSON

12

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he 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, except to the extent of his pecuniary interest.

CUSIP No. 59101M 10 5

13G

Page 7 of 17 Pages

NAME OF REPORTING PERSONS

1 W. Scott Hedrick (a Managing Director of InterWest Management Partners VII, LLC)

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,895,252

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 3,895,252

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,895,252

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

11.2%

TYPE OF REPORTING PERSON

12

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Scott Hedrick that he 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, except to the extent of his pecuniary interest.

Page 7 of 17 Pages

CUSIP No. 59101M 10 5

13G

Page 8 of 17 Pages

NAME OF REPORTING PERSONS

1 W. Stephen Holmes III (a Managing Director of InterWest Management Partners VII, LLC)

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

3,895,252

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

0

WITH: SHARED DISPOSITIVE POWER

8

3,895,252

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,895,252

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

11.2%

TYPE OF REPORTING PERSON

12

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes III that he 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, except to the extent of his pecuniary interest.

Page 8 of 17 Pages

CUSIP No. 59101M 10 5

13G

Page 9 of 17 Pages

NAME OF REPORTING PERSONS

1 Gilbert H. Kliman (a Managing Director of InterWest Management Partners VII, LLC)

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

3,895,252

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7
0

SHARED DISPOSITIVE POWER

WITH: 8

3,895,252

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,895,252

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

11.2%

TYPE OF REPORTING PERSON

12

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he 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, except to the extent of his pecuniary interest.

CUSIP No. 59101M 10 5

13G

Page 10 of 17 Pages

NAME OF REPORTING PERSONS

1 Arnold L. Oronsky (a Managing Director of InterWest Management Partners VII, LLC)

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF 50,000

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,895,252

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 50,000

SHARED DISPOSITIVE POWER

8

WITH: 3,895,252

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,945,252

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

11.3%

TYPE OF REPORTING PERSON

12

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he 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, except to the extent of his pecuniary interest.

CUSIP No. 59101M 10 5

13G

Page 11 of 17 Pages

NAME OF REPORTING PERSONS

1 Thomas L. Rosch (a Managing Director of InterWest Management Partners VII, LLC)

I.R.S. IDENTIFICATION NO(S). OF ABOVE PERSON(S) (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 United States

SOLE VOTING POWER

5

NUMBER OF 0

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY 3,895,252

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8

WITH: 3,895,252

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,895,252

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

11.2%

TYPE OF REPORTING PERSON

12

IN

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Thomas L. Rosch that he 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, except to the extent of his pecuniary interest.

ITEM 1.

(a) NAME OF ISSUER : Metabasis Therapeutics, Inc.

(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICE :

11119 North Torrey Pines Road, La Jolla, CA 92037

ITEM 2.

(a) NAME OF PERSON(S) FILING:

InterWest Partners VII, LP (IWP VII)

InterWest Investors VII, LP (II VII)

InterWest Management Partners VII, LLC (IMP VII)

Harvey B. Cash (Cash)

Philip T. Gianos (Gianos)

W. Scott Hedrick (Hedrick)

W. Stephen Holmes III (Holmes)

Gilbert H. Kliman (Kliman)

Arnold L. Oronsky (Oronsky)

Thomas L. Rosch (Rosch)

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE :

2710 Sand Hill Road, Second Floor, Menlo Park, CA 94025

(c) CITIZENSHIP/PLACE OF ORGANIZATION:

| | |
|----------|---------------|
| IWP VII: | California |
| II VII: | California |
| IMP VII: | California |
| Cash: | United States |
| Gianos: | United States |
| Hedrick: | United States |
| Holmes: | United States |
| Kliman: | United States |
| Oronsky: | United States |
| Rosch: | United States |

Page 12 of 17 Pages

(d) **TITLE OF CLASS OF SECURITIES:** Common Stock

(e) **CUSIP NUMBER:** 59101M 10 5

ITEM 3. NOT APPLICABLE.

ITEM 4. OWNERSHIP.

| | IWP VII (1) | II VII (2) | IMP VII (3) | |
|--------------------------|--------------------|-------------------|--------------------|------------------|
| Beneficial Ownership | 3,717,282 | 177,970 | 3,895,252 | |
| Percentage of Class | 10.6% | 0.5% | 11.2% | |
| Sole Voting Power | 3,717,282 | 177,970 | 3,895,252 | |
| Shared Voting Power | 0 | 0 | 0 | |
| Sole Dispositive Power | 3,717,282 | 177,970 | 3,895,252 | |
| Shared Dispositive Power | 0 | 0 | 0 | |
| | Cash (4) | Gianos (4) | Hedrick (4) | |
| Beneficial Ownership | 3,945,252 | 3,895,252 | 3,895,252 | |
| Percentage of Class | 11.3% | 11.2% | 11.2% | |
| Sole Voting Power | 50,000 | 0 | 0 | |
| Shared Voting Power | 3,895,252 | 3,895,252 | 3,895,252 | |
| Sole Dispositive Power | 50,000 | 0 | 0 | |
| Shared Dispositive Power | 3,895,252 | 3,895,252 | 3,895,252 | |
| | | Oronsky | | |
| | Holmes (4) | Kliman (4) | (4)** | Rosch (4) |
| Beneficial Ownership | 3,895,252 | 3,895,252 | 3,945,252 | 3,895,252 |
| Percentage of Class | 11.2% | 11.2% | 11.3% | 11.2% |
| Sole Voting Power | 0 | 0 | 50,000 | 0 |
| Shared Voting Power | 3,895,252 | 3,895,252 | 3,895,252 | 3,895,252 |
| Sole Dispositive Power | 0 | 0 | 50,000 | 0 |
| Shared Dispositive Power | 3,895,252 | 3,895,252 | 3,895,252 | 3,895,252 |

** Includes 50,000 shares issuable to Oronsky pursuant to outstanding options exercisable within 60 days of April 16, 2008.

(1) Excludes 312,173 shares issuable pursuant to warrant exercise after October 16, 2008.

(2) Excludes 14,937 shares issuable pursuant to warrant exercise after October 16, 2008.

(3) IMP VII is the general partner of IWP VII and II VII.

(4) Cash, Gianos, Hedrick, Holmes, Kliman, Oronsky, and Rosch are Managing Directors of IMP VII.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited liability company operating agreement of IMP VII, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the common stock of Issuer beneficially owned by such limited liability company.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

EXHIBITS

Joint Filing Statement attached as Exhibit A.

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 6, 2008

By: /s/ Karen A. Wilson

Name:
Harvey B. Cash by Karen A. Wilson, Power of Attorney

By: /s/ Philip T. Gianos

Name:
Philip T. Gianos

By: /s/ Karen A. Wilson

Name:
W. Scott Hedrick by Karen A. Wilson, Power of Attorney

By: /s/ W. Stephen Holmes

Name:
W. Stephen Holmes

By: /s/ Gilbert H. Kliman

Name:
Gilbert H. Kliman

By: /s/ Arnold L. Oronsky

Name:
Arnold L. Oronsky

By: /s/ Thomas L. Rosch

Name:
Thomas L. Rosch

INTERWEST PARTNERS VII, LP

By: InterWest Management Partners VII, LLC
its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST INVESTORS VII, LP

By: InterWest Management Partners VII, LLC
its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: /s/ W. Stephen Holmes

Managing Director

Page 15 of 17 Pages

EXHIBIT A
Joint Filing Statement

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.
Date: May 6, 2008

By: /s/ Karen A. Wilson
Name:
Harvey B. Cash by Karen A. Wilson, Power of Attorney

By: /s/ Philip T. Gianos
Name:
Philip T. Gianos

By: /s/ Karen A. Wilson
Name:
W. Scott Hedrick by Karen A. Wilson, Power of Attorney

By: /s/ W. Stephen Holmes
Name:
W. Stephen Holmes

By: /s/ Gilbert H. Kliman
Name:
Gilbert H. Kliman

By: /s/ Arnold L. Oronsky
Name:
Arnold L. Oronsky

By: /s/ Thomas L. Rosch
Name:
Thomas L. Rosch

INTERWEST PARTNERS VII, LP

By: InterWest Management Partners VII, LLC
its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST INVESTORS VII, LP

By: InterWest Management Partners VII, LLC
its General Partner

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: /s/ W. Stephen Holmes

Managing Director

Page 16 of 17 Pages

**EXHIBIT A
POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS:

The undersigned, Harvey B. Cash, hereby constitutes and appoints Karen A. Wilson as his true and lawful Attorney-in-Fact, with full power in his name and on his behalf, to take all actions and do all things necessary with respect to all matters arising in connection with the ownership reporting requirements of the securities laws of the United States, including the execution and delivery of all documents in connection therewith.

The undersigned agrees to indemnify said Attorney-in-Fact against, and hold her free and harmless from, and all loss, cost, expense, damage or liability which she may incur or sustain as a result of any action taken by his in good faith pursuant to this Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked in writing by the undersigned and the authority granted herein may be relied upon by any person until such person has actually received written notice of revocation.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 12th day of February, 1996.

HARVEY B. CASH

/s/ Harvey B. Cash

Page 17 of 17 Pages