

SEATTLE GENETICS INC /WA  
 Form 4/A  
 April 10, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**AKKARAJU SRINIVAS**

2. Issuer Name and Ticker or Trading Symbol  
**SEATTLE GENETICS INC /WA [SGEN]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/06/2006**

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

**C/O J.P. MORGAN PARTNERS, LLC, 1221 AVENUE OF THE AMERICAS**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**04/10/2006**

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

**NEW YORK, NY 10020**

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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 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 |   | 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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|---------------------|---|---|-----|--|-----------------|--|
|   |  |                                      |  | Code                | V | (A)   | (D) | Date Exercisable   | Expiration Date |  |
| Warrants  | \$ 6.25  | 04/06/2006                           |  | S                   |   | 132,331   |     | 07/08/2003   | 12/31/2011      | Common Stock                             |
| Warrants  | \$ 6.25  |                                      |  |                     |   |   |     | 07/08/2003   | 12/31/2011      | Common Stock                             |
| Warrants  | \$ 6.25  |                                      |  |                     |   |   |     | 07/08/2003   | 12/31/2011      | Common Stock                             |
| Warrants  | \$ 6.25  |                                      |  |                     |   |   |     | 07/08/2003   | 12/31/2011      | Common Stock                             |
| Warrants  | \$ 6.25  |                                      |  |                     |   |   |     | 07/08/2003   | 12/31/2011      | Common Stock                             |
| Warrants  | \$ 6.25  |                                      |  |                     |   |   |     | 07/08/2003   | 12/31/2011      | Common Stock                             |
| Warrants  | \$ 6.25  | 04/06/2006                           |  | P                   |   | 132,331   |     | 07/08/2003   | 12/31/2011      | Common Stock                             |
| Series A Convertible Preferred Stock <sup>(8)</sup> | \$ 2.5   | 04/06/2006                           |  | S                   |   | 105,864   |     | 07/08/2004   | <u>(9)</u>      | Common Stock                             |
| Series A Convertible Preferred Stock <sup>(8)</sup> | \$ 2.5   |                                      |  |                     |   |   |     | 07/08/2004   | <u>(9)</u>      | Common Stock                             |
| Series A Convertible Preferred Stock <sup>(8)</sup> | \$ 2.5   |                                      |  |                     |   |   |     | 07/08/2004   | <u>(9)</u>      | Common Stock                             |
| Series A Convertible Preferred Stock <sup>(8)</sup> | \$ 2.5   |                                      |  |                     |   |   |     | 07/08/2004   | <u>(9)</u>      | Common Stock                             |

|  |         |            |   |         |  |            |            |                 |
|--|---------|------------|---|---------|--|------------|------------|-----------------|
| Series A<br>Convertible<br>Preferred<br>Stock <sup>(8)</sup> | \$ 2.5  |            |   |         |  | 07/08/2004 | <u>(9)</u> | Common<br>Stock |
| Series A<br>Convertible<br>Preferred<br>Stock <sup>(8)</sup> | \$ 2.5  |            |   |         |  | 07/08/2004 | <u>(9)</u> | Common<br>Stock |
| Series A<br>Convertible<br>Preferred<br>Stock <sup>(8)</sup> | \$ 2.5  | 04/06/2006 | P | 105,864 |  | 07/08/2004 | <u>(9)</u> | Common<br>Stock |
| Stock<br>Options<br>(Right to<br>Purchase)                   | \$ 7.26 |            |   |         |  | 05/16/2005 | 05/16/2014 | Common<br>Stock |
| Stock<br>Options<br>(Right to<br>Purchase)                   | \$ 5.11 |            |   |         |  | 05/11/2006 | 05/12/2015 | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| AKKARAJU SRINIVAS<br>C/O J.P. MORGAN PARTNERS, LLC<br>1221 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10020 | X             |           |         |       |

## Signatures

/s/ Srinivas  
Akkaraju

04/10/2006

    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).

(1) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a Managing Director of JPMP Capital Corp., the general partner of JPMP Master Fund Manager ("MF Manager"), the general partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPM BHCA and MF Manager. The Reporting Person disclaims ownership of the securities except to the extent of his pecuniary interest therein, if any.

(2) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P., a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a Managing Director of JPMP

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Capital Corp., the general partner of JPMP Global Investors, L.P., which is the general partner of J.P. Morgan Partners Global Investors, L.P. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and J.P. Morgan Partners Global Investors, L.P. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P., a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a Managing Director of JPMP Capital Corp., the general partner of JPMP Global Investors, L.P., which is the general partner of J.P. Morgan Partners Global Investors

- (3) A, L.P. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and J.P. Morgan Partners Global Investors A, L.P. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. ("Cayman"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a Managing Director of JPMP Capital Corp., the general partner of JPMP Global Investors, L.P. which is the general partner of Cayman.

- (4) The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and Cayman. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman) II, L.P. ("Cayman II"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a Managing Director of JPMP Capital Corp., the general partner of JPMP Global Investors, L.P. which is the general partner of

- (5) Cayman II. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and Cayman II. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown), L.P. ("Selldown"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a Managing Director of JPMP Capital Corp., the general partner of JPMP Global Investors, L.P., the general partner of Selldown. The

- (6) actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within Selldown, and JPMP Global Investors, L.P. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown II), L.P. ("Selldown II"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a Managing Director of JPMP Capital Corp., the general partner of JPMP Global Investors, L.P., the general partner of

- (7) Selldown II. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within Selldown II, and JPMP Global Investors, L.P. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

The conversion price of the Series A Convertible Preferred Stock is equal to the initial purchase price divided by \$2.50, as adjusted for stock splits, stock dividends, combinations and other similar capitalizations of the Issuers Common and Preferred Stock. Initially, this

- (8) results in a 1 for 10 conversion ratio. Each share of Series A Convertible Preferred Stock is entitled to 0.93 votes for each share of Common Stock into which such share of Convertible Preferred Stock could then be converted.
- (9) The Series A Convertible Preferred Stock is convertible into Common Stock after the first anniversary. This right to convert does not expire.

- (10) These Stock Options were granted to the Reporting Person as Director's Compensation. The Reporting Person is obligated to transfer any shares issued under the stock option to JPM BHCA.

### Remarks:

This form is being amended to include the price of the Derivative Security listed in rows 1,7,8 and 14

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.