

TERCICA INC
Form SC 13G
February 14, 2006
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

TERCICA, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

88078L 10 5
(CUSIP Number)

December 31, 2005

(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).

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.

- 1** NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- MedImmune, Inc. (EIN No. 52-1555759)
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
- (b)
- 3** SEC USE ONLY
- 4** CITIZENSHIP OR PLACE OF ORGANIZATION
- Delaware
- 5** SOLE VOTING POWER
- 3,000,000
- 6** SHARED VOTING POWER
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH**
- 7** SOLE DISPOSITIVE POWER
- 0
- 8** SHARED DISPOSITIVE POWER
- 3,000,000
- 0
- 9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 3,000,000
- 10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
-
- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 9.5%
- 12** TYPE OF REPORTING PERSON*
- CO
-

Item 1(a). Name of Issuer:
Tercica, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
2000 Sierra Point Parkway, Suite 400

Brisbane, CA 94005

Item 2(a). Name of Person Filing:
MedImmune, Inc.

Item 2(b). Address of Principal Business Office or, if none, Residence:
One MedImmune Way

Gaithersburg, MD 20878

Item 2(c). Citizenship:
Delaware

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP Number
88078L 10 5

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J):

Item 4(a). Amount Beneficially Owned:

3,000,000 shares

Item 4(b). Percent of Class:

9.5%

Item 4(c). Number of shares as to which such person has:

(i) sole power to vote or to direct the vote
3,000,000

(ii) shared power to vote or to direct the vote

0

(iii) sole power to dispose or to direct the disposition of

3,000,000

(iv) shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following[].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

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:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Dated: February 14, 2006

By: /s/ William C. Bertrand, Jr.

Name: William C. Bertrand, Jr.

Title: Senior Vice President, Secretary
and General Counsel