

Edgar Filing: THERASENSE INC - Form SC 13G

THERASENSE INC
Form SC 13G
February 11, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. __)

THERASENSE, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

883381105

(CUSIP Number)

12/31/01

(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)

CUSIP No. 883381105

SCHEDULE 13G

Page 2 of 16 Pages

1 NAME OF REPORTING PERSONS
SEQUOIA CAPITAL VII, A CALIFORNIA LIMITED PARTNERSHIP
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
94-3240153

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

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	5	SOLE VOTING POWER	0
<hr/>			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	1,618,421
<hr/>			
	7	SOLE DISPOSITIVE POWER	0
<hr/>			
	8	SHARED DISPOSITIVE POWER	1,618,421
<hr/>			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,618,421		
<hr/>			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
			_
<hr/>			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	4.1%		
<hr/>			
12	TYPE OF REPORTING PERSON*		
	PN		
<hr/>			
CUSIP No. 883381105		SCHEDULE 13G	Page 3 of 16 Pages
<hr/>			
1	NAME OF REPORTING PERSONS SEQUOIA TECHNOLOGY PARTNERS VII, A CALIFORNIA LIMITED PARTNERSHIP I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) 77-0428059		
<hr/>			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) _ (b) X
<hr/>			
3	SEC USE ONLY		
<hr/>			
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	California		
<hr/>			
	5	SOLE VOTING POWER	0
<hr/>			
NUMBER OF SHARES BENEFICIALLY OWNED BY	6	SHARED VOTING POWER	78,947
<hr/>			

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EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER
 0

 8 SHARED DISPOSITIVE POWER
 78,947

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 78,947

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
 |_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.2%

12 TYPE OF REPORTING PERSON*
 PN

CUSIP No. 883381105 SCHEDULE 13G Page 4 of 16 Pages

1 NAME OF REPORTING PERSONS
 SEQUOIA INTERNATIONAL PARTNERS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 94-3260980

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) |_ |
 (b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 California

5 SOLE VOTING POWER
 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER
 44,856

7 SOLE DISPOSITIVE POWER
 0

8 SHARED DISPOSITIVE POWER
 44,856

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,856

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

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

0.1%

12 TYPE OF REPORTING PERSON*

PN

CUSIP No. 883381105

SCHEDULE 13G

Page 5 of 16 Pages

1 NAME OF REPORTING PERSONS

SC VII MANAGEMENT-A, LLC

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

94-3240154

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,742,224

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,742,224

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,742,224

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

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

4.4%

12 TYPE OF REPORTING PERSON*

OO

CUSIP No. 883381105

SCHEDULE 13G

Page 6 of 16 Pages

1 NAME OF REPORTING PERSONS

SEQUOIA CAPITAL FRANCHISE FUND

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

94-3324307

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

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

517,647

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

517,647

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

517,647

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

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

1.3%

12 TYPE OF REPORTING PERSON*

PN

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CUSIP No. 883381105

SCHEDULE 13G

Page 7 of 16 Pages

1 NAME OF REPORTING PERSONS
SEQUOIA CAPITAL FRANCHISE PARTNERS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
94-3330616

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

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

70,588

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

70,588

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,588

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

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

0.2%

12 TYPE OF REPORTING PERSON*

PN

CUSIP No. 883381105

SCHEDULE 13G

Page 8 of 16 Pages

1 NAME OF REPORTING PERSONS
SCFF MANAGEMENT, LLC
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

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94-3324306

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | | (b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

588,235

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

588,235

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

588,235

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

| |

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

1.5%

12 TYPE OF REPORTING PERSON*

OO

CUSIP No. 883381105

SCHEDULE 13G

Page 9 of 16 Pages

1 NAME OF REPORTING PERSONS MICHAEL MORITZ I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | | (b) |X|

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,330,459

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,330,459

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,330,459

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

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

5.9%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 883381105

SCHEDULE 13G

Page 10 of 16 Pages

1 NAME OF REPORTING PERSONS

DOUGLAS LEONE

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

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0

NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY		2,330,459

EACH REPORTING PERSON	7	SOLE DISPOSITIVE POWER
WITH		0

	8	SHARED DISPOSITIVE POWER
		2,330,459

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,330,459

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

|_ |

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

5.9%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 883381105

SCHEDULE 13G

Page 11 of 16 Pages

1 NAME OF REPORTING PERSONS

MARK STEVENS

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_ |
(b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	5	SOLE VOTING POWER
		0

NUMBER OF SHARES	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY		2,330,459

EACH REPORTING	7	SOLE DISPOSITIVE POWER
-------------------	---	------------------------

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PERSON 0
 WITH -----
 8 SHARED DISPOSITIVE POWER
 2,330,459

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,330,459

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES* |_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.9%

12 TYPE OF REPORTING PERSON*
 IN

CUSIP No. 883381105 SCHEDULE 13G Page 12 of 16 Pages

1 NAME OF REPORTING PERSONS
 THOMAS F STEPHENSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |_ |
 (b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

5 SOLE VOTING POWER
 0

NUMBER OF 6 SHARED VOTING POWER
 SHARES 2,330,459
 BENEFICIALLY

OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH 0
 REPORTING

PERSON WITH 8 SHARED DISPOSITIVE POWER
 2,330,459

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,330,459

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

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

5.9%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 883381105

SCHEDULE 13G

Page 13 of 16 Pages

1 NAME OF REPORTING PERSONS

MICHAEL GOGUEN

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

588,235

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

588,235

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

588,235

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

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

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1.5%

12 TYPE OF REPORTING PERSON*

IN

CUSIP No. 883381105

SCHEDULE 13G

Page 14 of 16 Pages

ITEM 1.

- (a) Name of Issuer: Therasense, Inc.
- (b) Address of Issuer's Principal Executive Offices:

1360 South Loop Road
Alameda, CA 94502

ITEM 2.

- (a) Name of Persons Filing:

Sequoia Capital VII ("SC VII")
SC VII Management-A, LLC
Sequoia Technology Partners VII ("STP VII")
Sequoia International Partners ("SIP")
Sequoia Capital Franchise Fund ("SCFF")
Sequoia Capital Franchise Partners ("SCFP")
SCFF Management, LLC
Michael Moritz ("MM")
Douglas Leone ("DL")
Mark Stevens ("MS")
Thomas F. Stephenson ("TFS")
Michael Goguen ("MG")

SC VII Management-A, LLC is the General Partner of SC VII, STP VII and SIP. MM, DL, MS and TFS are Managing Members of SC VII Management-A, LLC. SCFF Management, LLC is the General Partner of SCFF and SCFP. MM, DL, MS, TFS and MG are Managing Members of SCFF Management, LLC.

- (b) Address of Principal Business Office or, if none, Residence:

3000 Sand Hill Road, 4-180
Menlo Park, CA 94025

- (c) Citizenship: MM, DL, MS, TFS, MG: USA
SC VII Management-A LLC, SC VII, STP VII, SIP: California
SCFF Management LLC, SCFF, SCFP: Delaware

- (d) Title of Class of Securities: Common

- (e) CUSIP Number: 883381105

ITEM 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

NOT APPLICABLE

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CUSIP No. 883381105

SCHEDULE 13G

Page 15 of 16 Pages

ITEM 4. Ownership

SEE ROWS 5 THROUGH 11 OF COVER PAGES

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. []

Instruction. Dissolution of a group requires a response to this item..

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

(The following certification shall be included if the statement is filed pursuant to Rule 13d-1(b):)

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

CUSIP No. 883381105

SCHEDULE 13G

Page 16 of 16 Pages

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 7, 2002

Sequoia Capital VII
Sequoia Technology Partners VII
Sequoia International Partners

Sequoia Capital Franchise Fund
Sequoia Capital Franchise Partners

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By: SC VII Management-A, LLC
A California Limited
Liability Company
General Partner of Each

By: SCFF Management, LLC
A Delaware Limited
Liability Company
General Partner of Each

By: Managing Members

By: Managing Members

Michael Moritz

Michael Moritz

Douglas Leone

Douglas Leone

Mark Stevens

Mark Stevens

Thomas F. Stephenson

Thomas F. Stephenson

Michael Goguen