

VIACELL INC
Form 4
November 20, 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 *
MPM ASSET MANAGEMENT II LLC

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 11/09/2007 | | U | D | \$ 5,012,274 | 0 | I | By BB BioVentures LP ⁽¹⁾ |
| Common Stock | 11/09/2007 | | U | D | \$ 335,628 | 0 | I | By MPM BioVentures Parallel Fund LP ⁽¹⁾ |
| Common Stock | 11/09/2007 | | U | D | \$ 25,283 | 0 | I | By MPM Asset Management Investors 2000A LLC ⁽¹⁾ |

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| | | | | | | | | |
|--------------|------------|---|---------|---|---------|---|---|---|
| Common Stock | 11/09/2007 | U | 14,444 | D | \$ 7.25 | 0 | I | By MPM BioVentures II LP ⁽²⁾ |
| Common Stock | 11/09/2007 | U | 130,880 | D | \$ 7.25 | 0 | I | By MPM BioVentures II-QP LP ⁽²⁾ |
| Common Stock | 11/09/2007 | U | 46,089 | D | \$ 7.25 | 0 | I | By MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ⁽²⁾ |
| Common Stock | 11/09/2007 | U | 2,715 | D | \$ 7.25 | 0 | I | By MPM Asset Management Investors 2001 LLC ⁽²⁾ |

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)

| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MPM ASSET MANAGEMENT II LLC
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

X

| | |
|--|---|
| MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| MPM BIOVENTURES GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| MPM ASSET MANAGEMENT INVESTORS 2001 LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| GALAKATOS NICHOLAS C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |
| WHEELER KURT C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X |

Signatures

By Luke Evnin, investment manager of MPM Asset Management II LLC /s/ Luke Evnin

11/20/2007

__Signature of Reporting Person

Date

By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II LP /s/ Luke Evnin

11/20/2007

__Signature of Reporting Person

Date

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| | |
|--|------------|
| By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Management II LP, the general partner of MPM BioVentures II-QP, LP /s/ Luke Evnin | 11/20/2007 |
| __Signature of Reporting Person | Date |
| By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II LP, the general partner of MPM BioVentures II, LP /s/ Luke Evnin | 11/20/2007 |
| __Signature of Reporting Person | Date |
| By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II LP, the special limited partner of MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG /s/ Luke Evnin | 11/20/2007 |
| __Signature of Reporting Person | Date |
| By Luke Evnin, investment manager of MPM Asset Management Investors 2001 LLC /s/ Luke Evnin | 11/20/2007 |
| __Signature of Reporting Person | Date |
| /s/ Michael Steinmetz | 11/20/2007 |
| __Signature of Reporting Person | Date |
| /s/ Ansbert Gadicke | 11/20/2007 |
| __Signature of Reporting Person | Date |
| /s/ Nicholas Galakatos | 11/20/2007 |
| __Signature of Reporting Person | Date |
| /s/ Kurt Wheeler | 11/20/2007 |
| __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).
 - BAB BioVentures L.P. and BAB BioVentures NV ("BAB NV") are the direct and indirect general partners of BB BioVentures, L.P. MPM BioVentures I L.P. and MPM BioVentures I LLC ("BioVentures LLC") are the direct and indirect general partners of MPM
 - (1) BioVentures Parallel Fund, L.P. BioVentures LLC has a 50% voting interest in BAB NV. Luke Evnin, Ansbert Gadicke and Michael Steinmetz are the managers of BAB NV, MPM Asset Management Investors 2000A LLC and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
 - MPM Asset Management II, L.P. and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of MPM BioVentures II-QP, L.P, MPM BioVentures II, L.P and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG. Luke Evnin,
 - (2) Ansbert Gadicke, Michael Steinmetz, Nicholas Galakatos and Kurt Wheeler are the managers of AM II LLC and MPM Asset Management Investors 2001 LLC. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.

Remarks:

See Form 4 filed for MPM BioVentures I LLC for additional members of the joint filing.
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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