

ADVANCED TECHNOLOGY VENTURES VII LP

Form 3

November 07, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 ^ ADVANCED TECHNOLOGY VENTURES VII LP

(Last) (First) (Middle)

1000 WINTER STREET, ^ SUITE 3700

(Street)

WALTHAM, ^ MA ^ 02451

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 06/20/2005

3. Issuer Name and Ticker or Trading Symbol
 CRITICAL THERAPEUTICS INC [CRTX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,554,802	I	By Advanced Technology Ventures VII, L.P. ⁽¹⁾
Common Stock	102,522	I	By Advanced Technology Ventures VII (B), L.P. ⁽²⁾
Common Stock	49,279	I	By Advanced Technology Ventures VII (C), L.P. ⁽³⁾
Common Stock	15,225	I	By ATV Entrepreneurs VII, L.P. ⁽⁴⁾
Common Stock	427,315	I	By Advanced Technology Ventures VI, L.P. ⁽⁵⁾
Common Stock	27,275	I	

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By ATV Entrepreneurs VI, L.P.
(6)

Common Stock 5,714 I By ATV Alliance 2003, L.P. (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrant (right to buy)	06/20/2005	06/20/2015	Common Stock	359,696	\$ 6.58	I	By Advanced Technology Ventures VII, L.P. (1)
Common Stock Warrant (right to buy)	06/20/2005	06/20/2015	Common Stock	14,434	\$ 6.58	I	By Advanced Technology Ventures VII (B), L.P. (2)
Common Stock Warrant (right to buy)	06/20/2005	06/20/2015	Common Stock	6,938	\$ 6.58	I	By Advanced Technology Ventures VII (C), L.P. (3)
Common Stock Warrant (right to buy)	06/20/2005	06/20/2015	Common Stock	2,144	\$ 6.58	I	By ATV Entrepreneurs VII, L.P. (4)
Common Stock Warrant (right to buy)	06/20/2005	06/20/2015	Common Stock	60,037	\$ 6.58	I	By Advanced Technology Ventures VI, L.P. (5)
Common Stock Warrant (right to buy)	06/20/2005	06/20/2015	Common Stock	3,832	\$ 6.58	I	By ATV Entrepreneurs VI, L.P. (6)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
ADVANCED TECHNOLOGY VENTURES VII LP 1000 WINTER STREET SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
ATV Associates VII, L.L.C. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
ATV Associates VI, L.L.C. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
Advanced Technology Ventures VI, L.P. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
Advanced Technology Ventures VII(B), L.P. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
ATV Entrepreneurs VI, L.P. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
Advanced Technology Ventures VII(C), L.P. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
ATV Alliance 2003, L.P. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
ATV Entrepreneurs VII, L.P. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^
ATV Alliance Associates, L.L.C. C/O ADVANCED TECHNOLOGY VENTURES 1000 WINTER STREET, SUITE 3700 WALTHAM, MA 02451	^	^ X	^	^

Signatures

By ATV Associates VII, its General Partner, by Jean M. George, Managing Director

11/03/2005

**Signature of Reporting Person

Date

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By /s/ Jean M. George, Managing Director	11/03/2005
__Signature of Reporting Person	Date
By /s/ Pieter Schiller, Managing Director	11/03/2005
__Signature of Reporting Person	Date
By ATV Associates VI, L.L.C., its General Partner, by /s/ Pieter Schiller, Managing Director	11/03/2005
__Signature of Reporting Person	Date
By ATV Associates VII, L.L.C., its General Partner, by /s/ Jean M. George, Managing Director	11/03/2005
__Signature of Reporting Person	Date
By ATV Associates VI, L.L.C., its General Partner, by /s/ Pieter Schiller, Managing Director	11/03/2005
__Signature of Reporting Person	Date
By ATV Associates VII, L.L.C., its General Partner, by /s/ Jean M. George, Managing Director	11/03/2005
__Signature of Reporting Person	Date
By ATV Alliance Associates, L.L.C., its General Partner, by /s/ Jean M. George, Manager	11/03/2005
__Signature of Reporting Person	Date
By ATV Associates VII, L.L.C., its General Partner, by /s/ Jean M. George, Managing Director	11/03/2005
__Signature of Reporting Person	Date
By /s/ Jean M. George, Manager	11/03/2005
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The shares are owned by Advanced Technology Ventures VII, L.P. ("ATV VII"), which is under common control with Advanced Technology Ventures VII (B), L.P. ("ATV VII(B)"), Advanced Technology Ventures VII (C), L.P. ("ATV VII(C)") and ATV

(1) Entrepreneurs VII, L.P. ("ATVE VII"). ATV Associates VII, L.L.C. serves as the sole general partner of ATV VII, ATV VII(B), ATV VII(C) and ATVE VII. ATV Associates VII, L.L.C. disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

(2) The shares are owned by ATV VII(B).

(3) The shares are owned by ATV VII(C).

(4) The shares are owned by ATVE VII.

The shares are owned by Advanced Technology Ventures VI, L.P. ("ATV VI"), which is under common control with ATV Entrepreneurs

(5) VI, L.P. ("ATVE VI"). ATV Associates VI, L.L.C. serves as the sole general partner of ATV VI and ATVE VI. ATV Associates VI, L.L.C. disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

(6) The shares are owned by ATVE VI.

The shares are owned by ATV Alliance 2003, L.P. ATV Alliance Associates, L.L.C. is the sole general partner of ATV Alliance 2003,

(7) L.P. and ATV Alliance Associates, L.L.C. disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest therein.

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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