

INTERWEST PARTNERS VI L P
Form SC 13G/A
February 05, 2004

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO 13d-2 (b)
(Amendment No. 3)*

Aerogen, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

007779 10 1

(CUSIP Number)

12-31-2003

(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).

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CUSIP No. 007779 10 1

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

InterWest Partners VI, LP

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	
			245,412
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			0
	7	SOLE DISPOSITIVE POWER	
			245,412
	8	SHARED DISPOSITIVE POWER	
			0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

245,412

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

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

5.6%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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InterWest Investors VI, LP

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
7,497

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
0

7 SOLE DISPOSITIVE POWER
7,497

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,497

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

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

InterWest Management Partners VI, LLC (the general partner of InterWest Partners VI, LP and InterWest Investors VI, LP)

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

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(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

252,909

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

252,909

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

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

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

5.8%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harvey B. Cash (a Managing Director of InterWest Management Partners VI,
LLC)

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

(a)

(b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 252,909

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

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

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

5.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Harvey B. Cash that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Philip T. Gianos (a Managing Director of InterWest Management Partners VI, LLC)

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

(a)

(b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

252,909

EACH
REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

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

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

5.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Philip T. Gianos that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

W. Scott Hedrick (a Managing Director of InterWest Management Partners VI, LLC)

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

(a)

(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	252,909
	7	SOLE DISPOSITIVE POWER	
			0
	8	SHARED DISPOSITIVE POWER	252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

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

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

5.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Scott Hedrick that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

W. Stephen Holmes (a Managing Director of InterWest Management Partners VI, LLC)

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

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(a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

252,909

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

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

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

5.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by W. Stephen Holmes that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gilbert H. Kliman (a Venture Member of InterWest Management Partners VI, LLC)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 252,909

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

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

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

5.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Gilbert H. Kliman that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Robert R. Momsen (a Managing Director of InterWest Management Partners VI, LLC)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

252,909

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

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

| |

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

5.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Robert R. Momsen that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

1 NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Arnold L. Oronsky (a Managing Director of InterWest Management Partners VI, LLC)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
252,909

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

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

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

5.8%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

* Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Arnold L. Oronsky that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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Item 1.

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(a) Name of Issuer: Aerogen, Inc. ("Issuer")

(b) Address of Issuer's Principal Executive Offices:

2071 Stierlin Court
Mountain View, CA 94043

Item 2.

(a) Name of Person(s) Filing:

InterWest Partners VI, LP ("IWP VI")
InterWest Investors VI, LP ("II VI")
InterWest Management Partners VI, LLC ("IMP VI")
Harvey B. Cash ("Cash")
Philip T. Gianos ("Gianos")
W. Scott Hedrick ("Hedrick")
W. Stephen Holmes ("Holmes")
Gilbert H. Kliman ("Kliman")
Robert R. Momsen ("Momsen")
Arnold L. Oronsky ("Oronsky")

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

2710 Sand Hill Road
Second Floor
Menlo Park, CA 94025

(c) Citizenship/Place of Organization:

IWP VI: California
II VI: California
IMP VI: California
Cash: United States
Gianos: United States
Hedrick: United States
Holmes: United States
Kliman: United States
Momsen: United States
Oronsky: United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 007779 10 1

Item 3. Not applicable.

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Item 4. Ownership.

	IWP VI	II VI	IMP VI	All Other Individuals *
(a) Beneficial				

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	Ownership	245,412	7,497	252,909	252,909
(b)	Percentage of Class	5.6%	0.2%	5.8%	5.8%
(c)	Sole Voting Power	245,412	7,497	252,909	0
	Shared Voting Power	0	0	0	252,909
	Sole Dispositive Power	245,412	7,497	252,909	0
	Shared Dispositive Power	0	0	0	252,909

*Individuals included in this column are Cash, Gianos, Hedrick, Holmes, Momsen and Oronsky, all of whom are Managing Directors of IMP VI. Also included in this column is Kliman who is a Venture Member of IMP VI.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

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

Under certain circumstances set forth in the limited liability operating agreement of IMP VI, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer beneficially owned by such limited liability company.

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

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

EXHIBITS

A. Joint Filing Statement

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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.

Date: February __, 2004

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners VI, LLC By: /s/ Harvey B. Cash
Name: Harvey B. Cash
By: /s/ W. Stephen Holmes
Name: Philip T. Gianos
Managing Director

INTERWEST INVESTORS VI, LP

By: InterWest Management Partners VI, LLC By: /s/ W. Stephen Holmes
Name: W. Stephen Holmes
By: /s/ W. Stephen Holmes
Name: W. Stephen Holmes
Managing Director By: /s/ Gilbert H. Kliman
Name: Gilbert H. Kliman

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: /s/ W. Stephen Holmes By: /s/ Robert R. Momsen
Name: Robert R. Momsen
Managing Director By: /s/ Arnold L. Oronsky
Name: Arnold L. Oronsky

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EXHIBIT A

JOINT FILING STATEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February __, 2004

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners VI, LLC By: /s/ Harvey B. Cash
Name: Harvey B. Cash
By: /s/ W. Stephen Holmes
Name: Philip T. Gianos
Managing Director

INTERWEST INVESTORS VI, LP

By: /s/ W. Scott Hedrick
Name: W. Scott Hedrick

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By: InterWest Management Partners VI, LLC

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: /s/ W. Stephen Holmes

Managing Director

By: /s/ W. Stephen Holmes

Name: W. Stephen Holmes

By: /s/ Gilbert H. Kliman

Name: Gilbert H. Kliman

By: /s/ Robert R. Momsen

Name: Robert R. Momsen

By: /s/ Arnold L. Oronsky

Name: Arnold L. Oronsky

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