CIPHERGEN BIOSYSTEMS INC Form SC 13G/A February 15, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

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

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Ciphergen Biosystems, Inc.

(Name of Issuer)

Common, 0.001000 par value per share

(Title of Class of Securities)

17252Y104

(CUSIP Number)

Friday, December 30, 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:

- o Rule 13d-1(b)
- ý Rule 13d-1(c)
- o 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).

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Raj Rajaratnam		
2.	Check the Appropriate Box if	a Member of a Group (See	Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Organization United States		
	5.		Sole Voting Power -0-
Number of Shares	6.		Shared Voting Power
Beneficially	0.		-0-
Owned by			
Each	7.		Sole Dispositive Power
Reporting Person With			-0-
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficial	lly Owned by Each Reporti	ng Person
10.	Check if the Aggregate Amou	ant in Row (9) Excludes Cen	rtain Shares (See Instructions) O
11	Domaint of Class Dames antad	by Amount in Day (0)	
11.	Percent of Class Represented % (Based upon 36,000,000 sh		ng)
12.	Type of Reporting Person (Se IN	e Instructions)	

1		Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Galleon Advisors, L.L.C.		
2		Check the Appropriate Box if a (a) (b)	a Member of a Group (See o ý	Instructions)
3		SEC Use Only		
4		Citizenship or Place of Organiz Delaware	zation	
		5.		Sole Voting Power -0-
Number of Shares Beneficially Owned by		6.		Shared Voting Power -0-
Each Reporting		7.		Sole Dispositive Power -0-
Person With	l	8.		Shared Dispositive Power -0-
9		Aggregate Amount Beneficially Owned by Each Reporting Person -0-		
1	0.	Check if the Aggregate Amour	nt in Row (9) Excludes Cer	tain Shares (See Instructions) O
1	1.	Percent of Class Represented by Amount in Row (9) % (Based upon 36,000,000 shares of Common outstanding)		
1	2.	Type of Reporting Person (See OO	Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Galleon Management, L.L.C.		
2.	Check the Appropriat	te Box if a Member of a G	roup (See Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Delaware	of Organization	
	5.		Sole Voting Power -0-
Number of			
Shares	6.		Shared Voting Power
Beneficially			-0-
Owned by	7		CID: '.' D
Each Reporting	7.		Sole Dispositive Power
Person With			-0-
reison with	8.		Shared Dispositive Power -0-
9.		eneficially Owned by Eac	h Reporting Person
	-0-		
10.	Check if the Aggrega	te Amount in Row (9) Exe	cludes Certain Shares (See Instructions) O
11.		resented by Amount in Ro 10,000 shares of Common	
12.	Type of Reporting Pe OO	erson (See Instructions)	

Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Galleon Management, L.P.		
Check the Appropriate Box if (a) (b)	a Member of a Group (See o ý	Instructions)
SEC Use Only		
Citizenship or Place of Organi Delaware	zation	
5.		Sole Voting Power -0-
6.		Shared Voting Power -0-
7.		Sole Dispositive Power -0-
8.		Shared Dispositive Power -0-
Aggregate Amount Beneficial -0-	ly Owned by Each Reporting	ng Person
Check if the Aggregate Amou	nt in Row (9) Excludes Cer	tain Shares (See Instructions) o
		g)
Type of Reporting Person (See PN	e Instructions)	
	Galleon Management, L.P. Check the Appropriate Box if (a) (b) SEC Use Only Citizenship or Place of Organi Delaware 5. 6. 7. 8. Aggregate Amount Beneficial -0- Check if the Aggregate Amount Percent of Class Represented 1% (Based upon 36,000,000 shows Type of Reporting Person (Sec.)	Galleon Management, L.P. Check the Appropriate Box if a Member of a Group (See (a) 0 (b) ý SEC Use Only Citizenship or Place of Organization Delaware 5. 6. 7. 8. Aggregate Amount Beneficially Owned by Each Reporting-Output Check if the Aggregate Amount in Row (9) Excludes Cere Percent of Class Represented by Amount in Row (9) % (Based upon 36,000,000 shares of Common outstanding Type of Reporting Person (See Instructions)

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Galleon Healthcare Partners, L.P.		
2.	Check the Appropriate I	Box if a Member of a Group (S	See Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of C Delaware	Organization	
	5.		Sole Voting Power -0-
Number of	6		Claud Wating Dance
Shares Beneficially	6.		Shared Voting Power -0-
Owned by			·
Each	7.		Sole Dispositive Power
Reporting Person With			-0-
reison with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Bend-0-	eficially Owned by Each Repo	orting Person
10.	Check if the Aggregate	Amount in Row (9) Excludes	Certain Shares (See Instructions) O
11.		ented by Amount in Row (9) 000 shares of Common outstar	nding)
	70 (Busea upon 50,000,0	500 shares of Common outstan	iding)
12.	Type of Reporting Perso PN	on (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Galleon Healthcare Offshore, LTD		
2.	Check the Appropriat	te Box if a Member of a G	roup (See Instructions)
	(a)	0	
	(b)	ý	
3.	SEC Use Only		
4.	Citizenship or Place of Bermuda	of Organization	
	5.		Sole Voting Power -0-
Number of			
Shares	6.		Shared Voting Power -0-
Beneficially Owned by			-0-
Each	7.		Sole Dispositive Power
Reporting	,.		-0-
Person With			
	8.		Shared Dispositive Power -0-
9.	Aggregate Amount B	Beneficially Owned by Eac	h Reporting Person
10.	Check if the Aggrega	ate Amount in Row (9) Ex	cludes Certain Shares (See Instructions)
11.		resented by Amount in Ro 00,000 shares of Common	
12.	Type of Reporting Pe CO	erson (See Instructions)	

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Galleon Captain's Partners, L.P.				
2.	Check the Appropriate	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a)	0			
	(b)	ý			
3.	SEC Use Only				
4.	Citizenship or Place o Delaware	f Organization			
	5.		Sole Voting Power -0-		
Number of					
Shares	6.		Shared Voting Power		
Beneficially Owned by			-0-		
Each	7.		Sole Dispositive Power		
Reporting			-0-		
Person With					
	8.		Shared Dispositive Power -0-		
9.	Aggregate Amount Be	eneficially Owned by Each	h Reporting Person		
10.	Check if the Aggregat	te Amount in Row (9) Exc	cludes Certain Shares (See Instructions) O		
11.		esented by Amount in Ro			
	% (Based upon 36,000	0,000 shares of Common	outstanding)		
12.	Type of Reporting Per PN	rson (See Instructions)			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Galleon Captain's Offshore, LTD.		
2.	Check the Appropriate Box if (a) (b)	a Member of a Group (See o ý	Instructions)
3.	SEC Use Only		
4.	Citizenship or Place of Organi Bermuda	zation	
	5.		Sole Voting Power -0-
Number of Shares Beneficially Owned by	6.		Shared Voting Power -0-
Each Reporting Person With	7.		Sole Dispositive Power -0-
Terson with	8.		Shared Dispositive Power -0-
9.	Aggregate Amount Beneficial -0-	ly Owned by Each Reporting	ng Person
10.	Check if the Aggregate Amou	nt in Row (9) Excludes Cer	tain Shares (See Instructions) o
11.	Percent of Class Represented 8% (Based upon 36,000,000 sha		g)
12.	Type of Reporting Person (Sec CO	e Instructions)	

Item 1.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

For Raj Rajaratnam Galleon Management, L.L.C. and Galleon Management, L.P. Amount beneficially owned: (a) 0 (b) Percent of class: % (Based upon 36,000,000 shares of Common outstanding) (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote (ii) Shared power to vote or to direct the vote (iii) Sole power to dispose or to direct the disposition of Shared power to dispose or to direct the disposition of (iv) Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. For Galleon Advisors, L.L.C. Amount beneficially owned: (a) Percent of class: (b) % (Based upon 36,000,000 shares of Common outstanding) (c) Number of shares as to which the person has: (i) Sole power to vote or to direct the vote (ii) Shared power to vote or to direct the vote (iii) Sole power to dispose or to direct the disposition of Shared power to dispose or to direct the disposition of (iv) Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. Galleon Healthcare Partners, L.P. Amount beneficially owned: (a)

0

(b)

Percent of class:

	(c)	% (Based upon 36,000,000 shares of Common outstanding) Number of shares as to which the person has:		
		(i)	Sole power to vote or to direct the vote	
		(ii)	0 Shared power to vote or to direct the vote	
		(iii)	0 Sole power to dispose or to direct the disposition of	
		(iv)	0 Shared power to dispose or to direct the disposition of	
Provide the following infor	mation rega	urding the aggregate number and po	0 ercentage of the class of securities of the issuer identified in Item 1	
Galleon Healthcare Offshor	re, LTD (a)	Amount beneficially owned:		
	(b)	0 Percent of class:		
	(c)	% (Based upon 36,000,000 shar Number of shares as to which th		
		(i)	Sole power to vote or to direct the vote	
		(ii)	0 Shared power to vote or to direct the vote	
		(iii)	0 Sole power to dispose or to direct the disposition of	
		(iv)	0 Shared power to dispose or to direct the disposition of	
Provide the following infor	mation rega	arding the aggregate number and pe	0 ercentage of the class of securities of the issuer identified in Item 1	
Galleon Captain's Partners,	L.P. (a)	Amount beneficially owned:		
	(b)	0 Percent of class:		
	(c)	% (Based upon 36,000,000 share Number of shares as to which the		
		(i)	Sole power to vote or to direct the vote	
		(ii)	0 Shared power to vote or to direct the vote	

(111)	5010	e power to dispose or to direct the disposition of
(iv)	0 Sha	red power to dispose or to direct the disposition of
	0	

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Galleon Captain's Offshore, LTD.

(a) Amount beneficially owned:

0

(b) Percent of class:

% (Based upon 36,000,000 shares of Common outstanding)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

C

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

0

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

0

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

0

Pursuant to the partnership agreement of Galleon Captains Partners, L.P., Galleon Healthcare Partners, L.P., Galleon Technology Partners II, L.P., Galleon Explorers Partners, L.P., and Galleon Communication Partners, L.P., Galleon Management, L.P. and Galleon Advisors, L.L.C. share all investment and voting power with respect to the securities held by Galleon Captains Partners, L.P., Galleon Healthcare Partners, L.P., Galleon Technology Partners, L.P., Galleon Explorers Partners, L.P., and Galleon Communication Partners, L.P., and pursuant to an investment management agreement, Galleon Management, L.P. has all investment and voting power with respect to the securities held by Galleon Captains Offshore, Ltd., Galleon Healthcare Offshore, Ltd., Galleon Technology Offshore, Ltd., Galleon Communications Offshore, Ltd., Galleon Explorers Offshore, Ltd., Galleon Admirals Offshore, Ltd and Galleon Buccaneers Offshore, Ltd. Raj Rajaratnam, as the managing member of Galleon Management, L.L.C., controls Galleon Management, L.L.C., which, as the general partner of Galleon Management, L.P., controls Galleon Management, L.P. Raj Rajaratnam, as the managing member of Galleon Advisors, L.L.C., also controls Galleon Advisors, L.L.C. The shares reported herein by Raj Rajaratnam, Galleon Management, L.P., Galleon Management, L.L.C., and Galleon Advisors, L.L.C. may be deemed beneficially owned as a result of the purchase of such shares by Galleon Captains Partners, L.P., Galleon Captains Offshore, Ltd., Galleon Technology Partners II, L.P., Galleon Technology Offshore, Ltd., Galleon Healthcare Partners, L.P., Galleon Healthcare Offshore, Ltd., Galleon Explorers Partners, L.P., Galleon Explorers Offshore, Ltd., Galleon Communication Partners, L.P., Galleon Communication Offshore, Ltd., Galleon Admirals Offshore, Ltd and Galleon Buccaneers Offshore, Ltd., as the case may be. Each of Raj Rajaratnam, Galleon Management, L.P., Galleon Management, L.L.C., and Galleon Advisors, L.L.C. disclaims any beneficial ownership of the shares reported herein, except to the extent of any pecuniary interest therein.

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 O.

Not Applicable
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 of Control Person
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
Not Applicable

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.

Tuesday, February 14, 2006 Date

Raj Rajaratnam, for HIMSELF;

For GALLEON ADVISORS, L.L.C., as its Managing Member

For GALLEON MANAGEMENT, L.L.C., as its Managing Member;

For GALLEON MANAGEMENT, L.P., as the Managing Member of its General Partner, Galleon Management, L.L.C.;

For GALLEON HEALTHCARE PARTNERS, L.P. as the Managing Member of its General Partner, Galleon Advisors, L.L.C.;

For GALLEON HEALTHCARE OFFSHORE, LTD. ., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory;

For GALLEON CAPTAINS PARTNERS, L.P., as the Managing Member of its General Partner, Galleon Advisors, L.L.C.;

For GALLEON CAPTAINS OFFSHORE, LTD., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory;

Signature 16

Exhibit 1

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate in this statement is true, complete and correct.

Raj Rajaratnam, for HIMSELF;

For GALLEON ADVISORS, L.L.C., as its Managing Member

For GALLEON MANAGEMENT, L.L.C., as its Managing Member;

For GALLEON MANAGEMENT, L.P., as the Managing Member of its General Partner, Galleon Management, L.L.C.;

For GALLEON HEALTHCARE PARTNERS, L.P. as the Managing Member of its General Partner, Galleon Advisors, L.L.C.;

For GALLEON HEALTHCARE OFFSHORE, LTD. ., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory;

For GALLEON CAPTAINS PARTNERS, L.P., as the Managing Member of its General Partner, Galleon Advisors, L.L.C.;

For GALLEON CAPTAINS OFFSHORE, LTD., as the Managing Member of Galleon Management, L.L.C., which is the General Partner of Galleon Management, L.P., which in turn, is an Authorized Signatory;

Exhibit 1 17