

RITA MEDICAL SYSTEMS INC
Form SC 13G/A
February 14, 2002

**SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

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

RITA Medical Systems, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

76774E-10-3

(CUSIP Number)

December 31, 2001

(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.

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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).

(Continued on following pages)

Exhibit Index on Page 12

CUSIP No. 76774E-10-3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Delphi Ventures II, L.P. (DV II)
Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a) o
(b) ý

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Delaware

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5. **Sole Voting Power**
0 shares

6. **Shared Voting Power**
0 shares

7. **Sole Dispositive Power**
0 shares

8. **Shared Dispositive Power**
0 shares

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
0

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
 o

11. **Percent of Class Represented by Amount in Row (9)**
0%

12. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 76774E-10-3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Delphi BioInvestments II, L.P. (DBI II)
Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a) o
(b) ý

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Delaware

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5. **Sole Voting Power**
0 shares

6. **Shared Voting Power**
0 shares

7. **Sole Dispositive Power**
0 shares

8. **Shared Dispositive Power**
0 shares

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
0

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
 o

11. **Percent of Class Represented by Amount in Row (9)**
0%

12. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 76774E-10-3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
Delphi Management Partners II, L.P. (DMP II)
Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a) o
(b) ý

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
Delaware

5. **Sole Voting Power**
0 shares

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. **Shared Voting Power**
0 shares

7. **Sole Dispositive Power**
0 shares

8. **Shared Dispositive Power**
0 shares

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
0

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
 o

11. **Percent of Class Represented by Amount in Row (9)**
0%

12. **Type of Reporting Person (See Instructions)**
PN

CUSIP No. 76774E-10-3

1. **Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)**
James J. Bochnowski (Bochnowski)
Tax ID Number:

2. **Check the Appropriate Box if a Member of a Group (See Instructions)**
(a) o
(b) ý

3. **SEC Use Only**

4. **Citizenship or Place of Organization**
U.S. Citizen

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

5. **Sole Voting Power**
45,276 shares

6. **Shared Voting Power**
0 shares

7. **Sole Dispositive Power**
45,276 shares

8. **Shared Dispositive Power**
0 shares

9. **Aggregate Amount Beneficially Owned by Each Reporting Person**
45,276

10. **Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)**
 o

11. **Percent of Class Represented by Amount in Row (9)**
0.3%

12. **Type of Reporting Person (See Instructions)**
IN

CUSIP No. 76774E-10-3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

David L. Douglass (Douglass)

Tax ID Number:

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S. Citizen

5. Sole Voting Power
0 shares

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. Shared Voting Power
0 shares

7. Sole Dispositive Power
0 shares

8. Shared Dispositive Power
0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 76774E-10-3

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)

Donald J. Lothrop (Lothrop)

Tax ID Number:

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S. Citizen

5. Sole Voting Power
0 shares

**Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With**

6. Shared Voting Power
0 shares

7. Sole Dispositive Power
0 shares

8. Shared Dispositive Power
0 shares

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

0.0%

12. Type of Reporting Person (See Instructions)

IN

Item 1.

- (a) **Name of Issuer**
RITA Medical Systems, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
967 North Shoreline Boulevard
Mountain View, CA 94043

Item 2.

- (a) **Name of Person Filing**
This statement is filed by Delphi Ventures II, L.P., a Delaware limited partnership (DV II), Delphi BioInvestments II, L.P., a Delaware limited partnership (DBI II), Delphi Management Partners II, L.P., a Delaware limited partnership (DMP II) and the general partner of DV II and DBI II, James J. Bochnowski (Bochnowski), David L. Douglass (Douglass) and Donald J. Lothrop (Lothrop), the general partners of DMP II. The foregoing entities and individuals are collectively referred to as the Reporting Persons.

DMP II is the general partner of DV II and DBI II and may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by DV II and DBI II. Bochnowski, Douglass and Lothrop are the general partners of DMP II and may be deemed to have shared power to vote and shared power to dispose of the shares of the issuer directly owned by DV II and DBI II.

- (b) **Address of Principal Business Office or, if none, Residence**
The address of the principal business office for each of the Reporting Persons is:

Delphi Ventures
3000 Sand Hill Road
Building 1 Suite 135
Menlo Park, CA 94025

- (c) **Citizenship**
DV II, DBI II and DMP II are Delaware limited partnerships. Bochnowski, Douglass and Lothrop are United States citizens.

- (d) **Title of Class of Securities**

Common Stock

- (e) **CUSIP #** 76774E-10-3

Item 3.

Not Applicable.

- Item 4. Ownership.**
Please see Item 5.
- Item 5. Ownership of Five Percent or Less of a Class**
This amended statement is being filed to report the fact that each Reporting Person has ceased to be the beneficial owner of more than five percent of the Common Stock of RITA Medical Systems, Inc.
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.**
Please see Item 5.
- 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**
Not applicable.

Signatures

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 13, 2002

DELPHI VENTURES II, L.P., a Delaware Limited Partnership

By: Delphi Management Partners II, L.P.,
a Delaware Limited Partnership
Its General Partner

By: /s/ James J. Bochnowski
James J. Bochnowski
General Partner

DELPHI BIOINVESTMENTS II, L.P., a Delaware Limited Partnership

By: Delphi Management Partners II, L.P.,
a Delaware Limited Partnership
Its General Partner

By: /s/ James J. Bochnowski
James J. Bochnowski
General Partner

DELPHI MANAGEMENT PARTNERS II, L.P.,
a Delaware Limited Partnership

By: /s/ James J. Bochnowski
James J. Bochnowski
General Partner

JAMES J. BOCHNOWSKI

By: /s/ James J. Bochnowski
James J. Bochnowski

DAVID L. DOUGLASS

By: /s/ David L. Douglass
David L. Douglass

DONALD J. LOTHROP

By: /s/ Donald J. Lothrop
Donald J. Lothrop

EXHIBIT INDEX

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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of RITA Medical Systems, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 13, 2002

February 13, 2002

DELPHI MANAGEMENT PARTNERS II, L.P.,
a Delaware Limited Partnership

By: /s/ James J. Bochnowski
James J. Bochnowski, General Partner

February 13, 2002

DELPHI VENTURES II, L.P.,
a Delaware Limited Partnership

By: Delphi Management Partners II, L.P.,
a Delaware Limited Partnership
Its General Partner

By: /s/ James J. Bochnowski
James J. Bochnowski, General Partner

February 13, 2002

DELPHI BIOINVESTMENTS II, L.P.,
a Delaware Limited Partnership

By: Delphi Management Partners II, L.P.,
a Delaware Limited Partnership
Its General Partner

By: /s/ James J. Bochnowski
James J. Bochnowski, General Partner

February 13, 2002

By: /s/ James J. Bochnowski
James J. Bochnowski

February 13, 2002

By: /s/ David L. Douglass
David L. Douglass

February 13, 2002

By: /s/ Donald J. Lothrop
Donald J. Lothrop