EVNIN LUKE
Form 4
November 08, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MPM BIOVENTURES II QP LP

(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
HEMOSENSE INC [HEM]

3. Date of Earliest Transaction (Month/Day/Year)
11/06/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/06/2007		U(1)		3,828,319 (1)	D	(1)	0	I	See Footnote (1)

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

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrant (Right to Buy)	$ 5.5	11/06/2007		U(2)			42,225 (2)	(2)	04/25/2010	Common Stock	42,225

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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 2000B 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 ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR		X		

BOSTON, MA 02116

GADICKE ANSBERT 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
GALAKATOS NICHOLAS C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X
EVNIN LUKE 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, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P /s/ Luke Evnin	11/08/2007
**Signature of Reporting Person	Date
By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P /s/ Luke Evnin	11/08/2007
**Signature of Reporting Person	Date
By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P.,the Special Limited Partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin	11/08/2007
**Signature of Reporting Person	Date
By Luke Evnin, investment manager of MPM Asset Management Investors 2000B LLC /s/ Luke Evnin	11/08/2007
**Signature of Reporting Person	Date
By Luke Evnin, investment manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin	11/08/2007
**Signature of Reporting Person	Date
By Luke Evnin, investment manager of MPM Asset Managment II, LLC /s/ Luke Evnin	11/08/2007
**Signature of Reporting Person	Date
/s/ Ansbert Gadicke	11/08/2007
**Signature of Reporting Person	Date
/s/ Michael Steinmetz	

11/08/2007

**Signature of Reporting Person — Date

/s/ Nicholas Galakatos

11/08/2007

**Signature of Reporting Person — Date

/s/ Luke Evnin

11/08/2007

**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).

(1) Disposed of pursuant to merger agreement (the "Merger Agreement") between the Issuer and Inverness Medical Innovations, Inc. ("Inverness") in exchange for shares of Inverness common stock on the effective date of the merger, November 6, 2007. The number of shares of common stock issued by Inverness is equal to the number of shares of the Issuer's common stock held multiplied by the exchange ratio of 0.274192, with the resulting aggregated share number rounded down to the next whole share and fractional shares paid in cash. Shares of the Issuer were held and disposed of as follows: 2,577,227 by MPM BioVentures II-QP, L.P. ("BV II QP"), 284,443 by MPM BioVentures II, L.P. ("BV II"), 59,339 by MPM Asset Management Investors 2000B LLC ("AM 2000B") and 907,310 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. ("AM II GP") and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM 2000B and AM II LLC. Each of the reporting persons disclaims beneficial ownership of the securities except to the extent of his or its pecuniary interest therein.

(2) These warrants were assumed by Inverness and replaced with warrants to purchase shares of Inverness common stock pursuant to the Merger Agreement. The number of shares of Inverness common stock subject to the assumed warrants is calculated by multiplying the number of shares of the Issuer's common stock subject to the warrants held by 0.274192, rounded down on a per-warrant basis to the next whole share. The exercise price of the assumed warrants is equal to the exercise price of the Issuer's warrants divided by 0.274192, rounded up to the next cent. Warrants to purchase shares of the Issuer were held and disposed of as follows: 28,427 by BV II QP, 3,137 by BV II, 654 by AM 2000B and 10,007 by BV KG. Each of the reporting persons disclaims beneficial ownership of the securities except to the extent of his or 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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