Altus Pharmaceuticals Inc. Form 4/A

November 14, 2006

## FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction 1(b).

Common

Common

Stock

Stock

01/31/2006

01/31/2006

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NOMURA INTERNATIONAL PLC Issuer Symbol Altus Pharmaceuticals Inc. [ALTU] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title NOMURA HOUSE 1 ST MARTINS 01/31/2006 below) LE GRAND, LONDON EC1A 4NP 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person 02/01/2006 X Form filed by More than One Reporting UNITED KINGDOM, X0 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common 01/31/2006  $\mathbf{C}$ 1,020,209 Α <u>(1)</u> 1,020,209 D Stock Common Owned by 01/31/2006  $\mathbf{C}$ I 502,071 Α (1)502,071 NLP (2) Stock

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

J(3)

J(3)

174,027

50,156

A

Α

<u>(3)</u>

(3)

1,194,236

552,227

Owned by

NLP (2)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

D

I

Estimated average

burden hours per

### Edgar Filing: Altus Pharmaceuticals Inc. - Form 4/A

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | orDeri<br>Secu<br>Acq<br>Disp | umber of ivative urities uired (A) or cosed of (D) tr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount Underlying Securition (Instr. 3 and 4) |                       |
|---|---|---|---|---|-------------------------------|---|--|--------------------|--|-----------------------|
|   |   |   |   | Code V                                  | (A)                           | (D)   | Date<br>Exercisable                                      | Expiration<br>Date | Title  | Amou<br>Numb<br>Share |
| Preferred<br>Series B                               | <u>(1)</u>  | 01/31/2006                              |   | C                                       |                               | 2,317,639   | (5)  | (5)                | Common<br>Stock  | 1,02                  |
| Preferred<br>Series C                               | <u>(1)</u>  | 01/31/2006                              |   | C                                       |                               | 1,140,570   | (5)  | (5)                | Common<br>Stock  | 502                   |
| Warrant   | \$ 9.802  |   |   |   |                               |   | 09/26/2001   | 09/28/2008         | Common<br>Stock  | 100                   |
| Warrant   | \$ 9.802  |   |   |   |                               |   | 05/21/2004   | 05/21/2011         | Common<br>Stock  | 110                   |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| NOMURA INTERNATIONAL PLC<br>NOMURA HOUSE 1 ST MARTINS LE GRAND<br>LONDON EC1A 4NP<br>UNITED KINGDOM, X0 |               | X         |         |       |  |  |  |
| Nomura Phase4 Ventures LP<br>NOMURA HOUSE<br>1 ST MARTIN'S-LE-GRAND<br>LONDON, X0 EC1A 4NP              |               | X         |         |       |  |  |  |
| Nomura Phase4 Ventures LTD<br>NOMURA HOUSE<br>1 ST MARTIN'S-LE-GRAND<br>LONDON, X0 EC1A 4NP             |               | X         |         |       |  |  |  |
| Nomura Phase4 Ventures GP LTD<br>NOMURA HOUSE   |               | X         |         |       |  |  |  |

Reporting Owners 2

1 ST. MARTINS-LE-GRAND LONDON, X0 EC1A 4NP

# **Signatures**

Denise

Pollard-Knight 11/14/2006

\*\*Signature of Date

Reporting Person

# **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) Automatic conversion on a basis of 1 preferred for every 0.4401933369 shares of common stock upon the closing of the Issuer's initial public offering.
  - This Form 4 is filed by Nomura International plc ("NI") on behalf of Nomura Phase4 Ventures LP ("NLP") (each a "Reporting Person").
- (2) NI owns directly all of the stock of Nomura Phase4 Ventures Limited ("NVL"). NVL owns directly all of the stock of Nomura Phase4 Ventures GP Limited ("NGP"). NGP is the general partner of NLP.
- (3) Holders of Preferred Series B and C stock received a stock dividend in accordance with a calculation defined in the Issuer's Articles of Incorporation upon closing of the Issuer's initial public offering.
- (4) Warrants were automatically adjusted on a basis of 1 warrant for every 0.4401933369 warrant upon closing of the Issuer's public offering. The number of adjusted warrants are convertible into common stock on a 1 for 1 basis.
- (5) Not applicable.

#### **Remarks:**

This Amendment is being filed to correct the number of shares and the percentage ownership reported on original filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3