

CRYOCOR INC
Form 3
July 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â WHEELER KURT | | (Month/Day/Year) | CRYOCOR INC [CRYO] | |
| (Last) | (First) | (Middle) | 07/13/2005 | |
| 9717 PACIFIC HEIGHTS BLVD. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN DIEGO,Â CAÂ 92121 | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---|-------|--------|--------------|-----------|----------|---|---------------------|
| Series B Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 455,713 | \$ (3) | I | by Partnership (4) |
| Series C Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 795,280 | \$ (5) | I | by Partnership (6) |
| Series D Redeemable Convertible Preferred Stock | Â (1) | Â (2) | Common Stock | 1,471,388 | \$ (7) | I | by Partnership (8) |
| Warrant | Â (1) | Â (9) | Common Stock | 121,940 | \$ 8.37 | I | by Partnership (10) |
| Warrant | Â (1) | Â (11) | Common Stock | 4,778 | \$ 13.02 | I | by Partnership (12) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WHEELER KURT 9717 PACIFIC HEIGHTS BLVD. SAN DIEGO, CA 92121 | Â X | Â X | Â | Â |

Signatures

Kathleen K Hannah, Power of Attorney for Kurt C. Wheeler

07/13/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Immediate
- (2) Not Applicable.
- (3) Convertible at 0.281240 share of Common for 1 share of Preferred
The shares are held as follows: 306,787 by MPM BioVentures II-QP, L.P. ("BV II QP"), 33,859 by MPM BioVentures II, L.P. ("B.V. II"), 7,063 by MPM Asset Management Investors 2000B LLC ("AM 2000B") and 108,004 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 II LLC and AM2000B. This Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (5) Convertible at 0.237759 share of Common for 1 share of Preferred
The shares are held as follows: 535,384 by BV II QP, 59,089 by BV II, 12,326 by AM 2000B and 188,481 by BV KG. This Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (7) Convertible at 0.036272 share of Common for 1 share of Preferred.
- (8) The shares are held as follows: 990,540 by BV II QP, 109,323 by BV II, 22,805 by AM 2000B and 348,720 by BV KG. This Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (9)

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60,970 expire on 2/3/08. 60,790 expire on 3/28/08. All warrants terminate if and to the extent not exercised prior to the completion of an IPO

- (10) The shares are held as follows: 82,092 by BV II QP, 9,060 by BV II, 1,888 by AM 2000B and 28,900 by BV KG. This Reporting Person disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
- (11) Expires 11/8/06. All warrants terminate if and to the extent not exercised prior to the completion of an IPO
- (12) The shares are held as follows: 3,217 by BV II QP, 355 by BV II, 74 by AM 2000B and 1,132 by BV KG. This Reporting Person disclaims beneficial ownership of the securities except to the extent of 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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