

MAP Pharmaceuticals, Inc.

Form 3

October 04, 2007

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â GOLDFISCHER CARL

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/04/2007

3. Issuer Name **and** Ticker or Trading Symbol
MAP Pharmaceuticals, Inc. [MAPP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)C/O BAY CITY
CAPITAL,Â 750 BATTERY
STREET, SUITE 400

(Street)

SAN
FRANCISCO,Â CAÂ 94111

(City)

(State)

(Zip)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ 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)

**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.****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)

Date Exercisable Expiration Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Series B Preferred Stock ⁽¹⁾	10/10/2007 ⁽²⁾	10/10/2007 ⁽³⁾	Common Stock	1,091,815 ⁽⁴⁾	\$ 0 ⁽⁵⁾	I	See footnote ⁽⁶⁾
Series C Preferred Stock ⁽¹⁾	10/10/2007 ⁽²⁾	10/10/2007 ⁽³⁾	Common Stock	448,963 ⁽⁴⁾	\$ 0 ⁽⁵⁾	I	See footnote ⁽⁷⁾
Series D Preferred Stock ⁽¹⁾	10/10/2007 ⁽²⁾	10/10/2007 ⁽³⁾	Common Stock	629,829 ⁽⁴⁾	\$ 0 ⁽⁵⁾	I	See footnote ⁽⁸⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDFISCHER CARL C/O BAY CITY CAPITAL 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111	Â X	Â	Â	Â

Signatures

/s/ Carl
Goldfischer, M.D. 10/04/2007

^{**}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) Automatically Convertible into shares of Common Stock upon the closing of the MAP Pharmaceuticals, Inc. Initial Public Offering.

(2) Immediately Convertible.

(3) Not Applicable.

(4) Reflects 1-for-1 conversion into shares of Common Stock.

(5) 1-for-1

(6) Represents 1,068,779 shares held by Bay City Capital Fund IV, L.P. and 23,036 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

(7) Represents 439,490 shares held by Bay City Capital Fund IV, L.P. and 9,473 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

(8) Represents 616,540 shares held by Bay City Capital Fund IV, L.P. and 13,289 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his 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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