

BAB BIO VENTURES NV
Form 5
February 12, 2007

FORM 5

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.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
Number: 3235-0362
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2005
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1. Name and Address of Reporting Person *
MPM BIO VENTURES I LLC

(Last) (First) (Middle)

C/O MPM ASSET
MANAGEMENT,Â 200
CLARENDON STREET, 54TH
FLOOR

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
VIACELL INC [VIAC]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BOSTON,Â MAÂ 02116

____ Form Filed by One Reporting Person
__X__ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/19/2006	Â	X4	125,000 (1)	A \$ 5 5,053,489	I	See Footnote (2)
Common Stock	01/19/2006	Â	F4	113,637 (3)	D \$ 5.5 4,939,852	I	See Footnote (4)
	Â	Â	3	Â	Â Â Â	I	

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Common
Stock

See
Footnote
(5)

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

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SEC 2270
(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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Share
Warrant (Right to Buy)	\$ 5	01/19/2006	Â	X4	Â 125,000	01/26/2005 01/26/2006	Common Stock 125,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIO VENTURES I LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
BB BIOVENTURES L P C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
BAB BIO VENTURES LLP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
BAB BIO VENTURES NV C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
MPM ASSET MANAGEMENT INVESTORS 2000A LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR	Â	Â X	Â	Â

BOSTON, MA 02116

MPM BIOVENTURES PARALLEL FUND L P
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

^ ^ X ^ ^

MPM BIOVENTURES I LP
C/O MPM ASSET MANAGEMENT
200 CLARENDON STREET, 54TH FLOOR
BOSTON, MA 02116

^ ^ X ^ ^

Signatures

By Luke Evnin, manager of MPM BioVentures I LLC /s/ Luke Evnin	02/09/2007
_____ **Signature of Reporting Person	Date
By Ansbert Gadicke, manager of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P., the general partner of BB BioVentures L.P. /s/ Ansbert Gadicke	02/09/2007
_____ **Signature of Reporting Person	Date
By Ansbert Gadicke, manager of BAB BioVentures, N.V., the general partner of BAB BioVentures L.P. /s/ Ansbert Gadicke	02/09/2007
_____ **Signature of Reporting Person	Date
By Ansbert Gadicke, manager of BAB BioVentures NV /s/ Ansbert Gadicke	02/09/2007
_____ **Signature of Reporting Person	Date
By Luke Evnin, manager of MPM Asset Management Investors 2000A LLC /s/ Luke Evnin	02/09/2007
_____ **Signature of Reporting Person	Date
By Luke Evnin, manager of MPM BioVentures I LLC, the general partner of MPM BioVentures I L.P., the general partner of MPM BioVentures Parallel Fund, L.P. /s/ Luke Evnin	02/09/2007
_____ **Signature of Reporting Person	Date
By Luke Evnin, manager of MPM BioVentures I LLC, the general partner of MPM BioVentures I L.P. /s/ Luke Evnin	02/09/2007
_____ **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).
- The shares were exercised as follows: 111,167 by BB BioVentures, L.P. ("BB BioVentures"), 12,620 by MPM BioVentures Parallel Fund, L.P. ("MPM Parallel") and 1,213 by MPM Asset Management Investors 2000A LLC ("MPM Asset"). BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. ("BAB BV"), BAB BioVentures NV and MPM
- (1) BioVentures I LLC ("BioVentures LLC") are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. ("BioVentures LP") and BioVentures LLC are the direct and indirect general partners of MPM Parallel. Luke Evnin, Ansbert Gadicke and Michael Steinmetz are the managers of BAB NV, MPM Asset and BioVentures LLC. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.
 - (2) The shares held as follows: 4,680,002 by BB BioVentures, 347,101 by MPM Parallel and 26,386 by MPM Asset.
 - (3) The shares were net exercised and disposed of as follows: 101,061 by BB BioVentures, 11,473 by MPM Parallel and 1,103 by MPM Asset.
 - (4) The shares held as follows: 4,578,941 by BB BioVentures, 335,628 by MPM Parallel and 25,283 by MPM Asset.

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The shares are held as follows: 130,880 by MPM BioVentures II-QP, L.P. ("BV II QP"), 14,444 by MPM BioVentures II, L.P. ("BV II"), 2,715 by MPM Asset Management Investors 2001 LLC ("AM 2001") and 46,089 by MPM BioVentures GmbH & Co.

- (5) 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 Gadick, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are members of AM II LLC and AM 2001. Each of the group disclaims beneficial ownership of the securities except to the extent of their pecuniary interest therein.

- (6) On September 30, 2003, BB BioVentures, MPM Parallel and MPM Asset acquired, for a combined price of \$1,000,000 and at \$8 per unit, 125,000 shares of Series J Preferred Stock and a right, contingent upon closing of the IPO of the common stock at less than \$9.70 per share, to 125,000 warrants to purchase common stock. Issuer's IPO of its common stock at a price of \$7 per share occurred on January 26, 2005.

- (7) No shares owned.

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Remarks:

SeeÂ FormÂ 5Â filedÂ forÂ MPMÂ BioVenturesÂ IIÂ LLCÂ forÂ additionalÂ membersÂ ofÂ theÂ jointÂ filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.