

Edgar Filing: ATLAS VENTURE FUND V LP - Form SC 13G/A

ATLAS VENTURE FUND V LP
Form SC 13G/A
February 12, 2003

CUSIP No. 17252Y104

13G

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OMB APPROVAL

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

OMB Number: 3235-0145
Expires: December 31, 2005
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hours per response..... 11

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

CIPHERGEN BIOSYSTEMS, INC.

(Name of Issuer)

COMMON STOCK, \$.001 par value

(Title of Class of Securities)

17252Y104

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Schedule 13G

Item 1.

- (a) Name of Issuer: CIPHERGEN BIOSYSTEMS, INC.
- (b) Address of Issuer's Principal Executive Offices: 6611
Dumbarton Circle, Fremont, CA 94555

Item 2.

- (a) Name of Persons Filing:

Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V., Atlas Venture Associates V, L.P., Atlas Venture Associates V, Inc., Christopher J. Spray, Jean-Francois Formela, Ronald Nordin and Axel Bichara.

Atlas Venture Associates V, Inc. is the sole general partner of Atlas Venture Associates V, L.P. Atlas Venture Associates V, L.P. is the sole general partner of Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V. and Atlas Venture Parallel Fund V-B, C.V. Messrs. Spray, Formela and Bichara are directors of Atlas Venture Associates V, Inc.

- (b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V., Atlas Venture Associates V, L.P., Atlas Venture Associates V, Inc. and Messrs. Spray, Formela, Nordin and Bichara is Atlas Venture, 890 Winter Street, Suite 320, Waltham, Massachusetts 02451.

(c) Citizenship: Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P. and Atlas Venture Associates V, L.P. is each a limited partnership organized under the laws of the State of Delaware. Atlas Venture Associates V, Inc. is a corporation organized under the laws of the State of Delaware. Atlas Venture Parallel Fund V-A, C.V. and Atlas Venture Parallel Fund V-B, C.V. is each a Limited Partnership organized under the laws of The Netherlands. Mr. Spray is a citizen of the United Kingdom. Mr. Formela is a citizen of France. Mr. Nordin is a citizen of the United States. Mr. Bichara is a citizen of Germany.

- (d) Title of Class of Securities: Common Stock, \$.001 par value.

- (e) CUSIP Number: 17252Y104.

Item 3.

If this statement is filed pursuant to (S) (S) 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage

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Not Applicable.

Item 10. Certification

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 12, 2003
ATLAS VENTURE FUND V, L.P.

ATLAS VENTURE PARALLEL FUND V-B, C.V.

By: Atlas Venture Associates V, L.P.
General Partner

By: Atlas Venture Associates V, L.P.
General Partner

By: Atlas Venture Associates V, Inc.

By: Atlas Venture Associates
V, Inc.

By: *

Christopher Spray
President

By: *

Christopher Spray
President

ATLAS VENTURE ENTREPRENEURS' FUND V, L.P.

ATLAS VENTURE ASSOCIATES V, L.P.

By: Atlas Venture Associates V, L.P.
General Partner

By: Atlas Venture Associates V, Inc.

By: *

Christopher Spray
President

By: Atlas Venture Associates V, Inc.

By: *

Christopher Spray
President

ATLAS VENTURE ASSOCIATES V, INC.

By: *

Christopher Spray
President

ATLAS VENTURE PARALLEL FUND V-A, C.V.

*

By: Atlas Venture Associates V, L.P.
General Partner

Christopher J. Spray

*

By: Atlas Venture Associates V, Inc. Jean-Francois Formela

By *

*

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Christopher Spray
President

ATLAS VENTURE PARALLEL FUND V-A, C.V.

*

By: Atlas Venture Associates V, L.P.
General Partner

Christopher J. Spray

*

By: Atlas Venture Associates V, Inc. Jean-Francois Formela

By

*

*

Christopher Spray
President

Ronald Nordin

*

Axel Bichara

* The undersigned attorney-in-fact, by signing her name below, does hereby sign this statement on behalf of the above indicated filers pursuant to Powers of Attorney filed hereto as Exhibit 2.

/s/Jeanne Larkin Henry

Jeanne Larkin Henry
Attorney-in-fact

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (S)240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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Exhibit 2

POWER OF ATTORNEY

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On this 1/st/ day of February, 2002, before me personally came Axel Bichara, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Stephen TenBarge

Notary Public

My commission expires: 10/9/03