

MCPHERRON MATTHEW V
Form 4
October 15, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCPHERRON MATTHEW V

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MAP Pharmaceuticals, Inc. [MAPP]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

C/O BROOKSIDE CAPITAL, LLC, 111 HUNTINGTON AVENUE

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

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

(Street)

BOSTON, MA 02199

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code V | Amount (A) or (D) Price | | | |
| Common Stock | 10/05/2007 | | P | 600,000 (1) A \$ 12 | 600,000 | I | See Footnote (2) |
| Common Stock | 10/11/2007 | | C | 2,285,364 A (3) | 2,885,364 | I | See Footnote (2) |
| Common Stock | 10/11/2007 | | J | 114,162 (4) A \$ 14.502 | 2,999,526 | I | See Footnote (2) |

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

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(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|--|---------------|--|---|----------------------|--------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Title | Amount Number Shares | |
| Series C Convertible Preferred Stock | (3) | 10/11/2007 | | C | V | (A) 1,120,975 | (3) | (3) | Common Stock | 1,120, |
| Series D Convertible Preferred Stock | (3) | 10/11/2007 | | C | V | (A) 1,164,389 | (3) | (3) | Common Stock | 1,164, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCPHERRON MATTHEW V C/O BROOKSIDE CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199 | X | X | | |

Signatures

/s/ Matthew V.
McPherron

10/15/2007

**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).
- (1) On October 5, 2007, Brookside Capital Partners Fund, L.P. ("Brookside") purchased 600,000 shares of Common Stock in connection with the Issuer's initial public offering. This purchase settled upon closing of the Issuer's public offering on October 11, 2007.
 - (2) Mr. Matthew V. McPherron is a Managing Director of Brookside and accordingly may be deemed to beneficially own the securities held by Brookside. Mr. McPherron disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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- Includes 1,120,975 shares of Series C Convertible Preferred Stock and 1,164,389 shares of Series D Convertible Preferred Stock held by Brookside immediately prior to the Issuer's initial public offering. All outstanding shares of the Issuer's Preferred Stock were automatically converted into Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering, for no additional consideration.
- (3)
- (4) Received pursuant to a cumulative stock dividend accumulated through September 14, 2007, at which time further accumulation ended, to holders of the Issuer's preferred stock upon the closing of the Issuer's initial public offering.

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.