

METABASIS THERAPEUTICS INC

Form 4

April 18, 2008

**FORM 4****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).

**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: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EVNIN LUKE

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
METABASIS THERAPEUTICS  
INC [MBRX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/16/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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 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	04/16/2008		X		244,881 (2)	A \$ 2.34	4,742,859	I	See footnote (3)
Common Stock	04/16/2008		P		71,866 (5)	A \$ 2.34	4,814,725	I	See footnote (6)

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

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SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Amount Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Securities
Common Stock Warrant (Right to Buy)	\$ 6.74	04/16/2008		J <sup>(1)</sup>		244,881	<u>(2)</u>	03/29/2006	09/30/2010	Common Stock	244,881
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008		J <sup>(1)</sup>		244,881	<u>(2)</u>	04/16/2008	04/16/2008	Common Stock	244,881
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008		X		244,881	<u>(2)</u>	04/16/2008	04/16/2008	Common Stock	244,881
Common Stock Warrant (Right to Buy)	\$ 2.69	04/16/2008		P		70,538	<u>(7)</u>	04/16/2008	04/16/2013	Common Stock	70,538

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVNIN LUKE C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116	X	X		

## Signatures

/s/ Luke Evnin

04/18/2008

\_\_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) Represents the reduction in the exercise price of such warrants from \$6.74 to \$2.34.

The warrants were held and exercised as follows: 164,854 by MPM BioVentures II-QP, L.P. ("BV II QP"), 18,195 by MPM BioVentures II, L.P. ("BV II"), 3,795 by MPM Asset Management Investors 2000B LLC ("AM 2000") and 58,037 by MPM BioVentures GmbH &

(2) Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. 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. The Reporting Person is a member of AM II LLC and AM 2000. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(3) The shares are held as follows: 3,192,939 by BV II QP, 352,326 by BV II, 73,513 by AM 2000 and 1,124,081 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(4) No securities owned

(5) The shares were purchased as follows: 48,379 by BV II QP, 5,340 by BV II, 1,115 by AM 2000 and 17,032 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(6) The shares are held as follows: 3,241,318 by BV II QP, 357,666 by BV II, 74,628 by AM 2000 and 1,141,113 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(7) The warrants were purchased and are held as follows: 47,485 by BV II QP, 5,241 by BV II, 1,094 by AM 2000 and 16,718 by BV KG. The Reporting Person disclaims beneficial ownership of the securities 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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