

METABASIS THERAPEUTICS INC

Form SC 13D

February 13, 2006

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)***

METABASIS THERAPEUTICS, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

59101M 10 5

(CUSIP Number)

LUKE EVNIN

MPM ASSET MANAGEMENT

THE JOHN HANCOCK TOWER

200 CLARENDON STREET, 54th FLOOR

BOSTON, MASSACHUSETTS 02116

TELEPHONE: (617)425-9200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

SEPTEMBER 30, 2005

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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

* 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 disclosures provided in a prior cover page.

The information required on 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).

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.

CUSIP No. 59101M 10 5

Explanatory Note

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D"). This Schedule 13D is being filed by the MPM Entities (as defined below) to report the acquisition of shares of Common Stock (as defined below) and warrants to purchase Common Stock, of the Issuer (as defined below) on September 30, 2005 as described in Item 3 below.

Page 2

CUSIP No. 5910M 10 5

NAMES OF REPORTING PERSONS:

1 MPM BioVentures II-QP, L.P

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a) ☐
(b) ☐ (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5
☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
Delaware

SOLE VOTING POWER:

7

NUMBER OF 3,643,164 (2)

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY 8

0

EACH	SOLE DISPOSITIVE POWER:
REPORTING 9	
PERSON	3,643,164 (2)

WITH	SHARED DISPOSITIVE POWER:
10	
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

3,643,164 (2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14.1% (3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

- (1) This Schedule is filed by MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG, MPM Asset Management II, L.P. and MPM Asset Management II LLC (collectively, the MPM Entities). The MPM Entities expressly disclaim status as a group for purposes of this Schedule 13D.
- (2) As described in Item 3 below, pursuant to the Securities Purchase Agreement: MPM BioVentures II-QP, L.P. acquired 471,010 shares of common stock and warrants to purchase 164,854 shares of common stock. Includes an aggregate of 615,079 shares issuable pursuant to warrants exercisable within 60 days of the date of this filing.
- (3) This percentage is calculated based upon 25,239,275 shares of the Issuer's common stock outstanding (as of November 9, 2005), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2005.

CUSIP No. 59101M 10 5

NAMES OF REPORTING PERSONS:

1 MPM BioVentures II, L.P

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2
(a) ☐
(b) ☐ (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4
WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5
☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6
Delaware

SOLE VOTING POWER:

7

NUMBER OF 401,991 (2)

SHARED VOTING POWER:

SHARES
BENEFICIALLY OWNED BY **8**

0

EACH	SOLE DISPOSITIVE POWER:
REPORTING 9	
PERSON	401,991 (2)
WITH	SHARED DISPOSITIVE POWER:
10	
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

401,991 (2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

1.6% (3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

- (1) This Schedule is filed by MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG, MPM Asset Management II, L.P. and MPM Asset Management II LLC (collectively, the "MPM Entities"). The MPM Entities expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) As described in Item 3 below, pursuant to the Securities Purchase Agreement: MPM BioVentures II, L.P. acquired 51,985 shares of common stock and warrants to purchase 18,195 shares of common stock. Includes an aggregate of 67,860 shares issuable pursuant to warrants exercisable within 60 days of the date of this filing.
- (3) This percentage is calculated based upon 25,239,275 shares of the Issuer's common stock outstanding (as of November 9, 2005), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2005.

CUSIP No. 59101M 10 5

NAMES OF REPORTING PERSONS:

MPM Asset Management Investors 2000B LLC

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐ (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 83,878 (2)

SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 8 0

EACH	SOLE DISPOSITIVE POWER:
REPORTING 9	
PERSON	89,878 (2)

WITH	SHARED DISPOSITIVE POWER:
10	
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

83,878 (2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

0.3% (3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

- (1) This Schedule is filed by MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG, MPM Asset Management II, L.P. and MPM Asset Management II LLC (collectively, the "MPM Entities"). The MPM Entities expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) As described in Item 3 below, pursuant to the Securities Purchase Agreement: MPM Asset Management Investors 2000B LLC acquired 10,845 shares of common stock and warrants to purchase 3,795 shares of common stock. Includes an aggregate of 14,160 shares issuable pursuant to warrants exercisable within 60 days of the date of this filing.
- (3) This percentage is calculated based upon 25,239,275 shares of the Issuer's common stock outstanding (as of November 9, 2005), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2005.

CUSIP No. 59101M 10 5

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐ (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Germany

SOLE VOTING POWER:

7

NUMBER OF 1,282,585 (2)

SHARES SHARED VOTING POWER:
BENEFICIALLY OWNED BY 8

EACH	SOLE DISPOSITIVE POWER:
REPORTING 9	
PERSON	1,282,585 (2)

WITH	SHARED DISPOSITIVE POWER:
10	
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

1,282,585 (2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

5.0% (3)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

- (1) This Schedule is filed by MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG, MPM Asset Management II, L.P. and MPM Asset Management II LLC (collectively, the "MPM Entities"). The MPM Entities expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) As described in Item 3 below, pursuant to the Securities Purchase Agreement: MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG acquired 165,819 shares of common stock and warrants to purchase 58,037 shares of common stock. Includes an aggregate of 216,541 shares issuable pursuant to warrants exercisable within 60 days of the date of this filing.
- (3) This percentage is calculated based upon 25,239,275 shares of the Issuer's common stock outstanding (as of November 9, 2005), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2005.

CUSIP No. 59101M 10 5

NAMES OF REPORTING PERSONS:

MPM Asset Management II, L.P.

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐ (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 0

SHARES SHARED VOTING POWER:
BENEFICIALLY 8
OWNED BY 5,411,618 (2)

EACH
REPORTING PERSON 9
SOLE DISPOSITIVE POWER:
0

WITH 10
SHARED DISPOSITIVE POWER:
5,411,618 (2)

11
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
5,411,618 (2)

12
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
20.7% (3)

14
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
PN

- (1) This Schedule is filed by MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG, MPM Asset Management II, L.P. and MPM Asset Management II LLC (collectively, the "MPM Entities"). The MPM Entities expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) As described in Item 3 below, pursuant to the Securities Purchase Agreement: MPM BioVentures II-QP, L.P. acquired 471,010 shares of common stock and warrants to purchase 164,854 shares of common stock; MPM BioVentures II, L.P. acquired 51,985 shares of common stock and warrants to purchase 18,195 shares of common stock; MPM Asset Management Investors 2000B LLC acquired 10,845 shares of common stock and warrants to purchase 3,795 shares of common stock; and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG acquired 165,819 shares of common stock and warrants to purchase 58,037 shares of common stock. MPM Asset Management II, L.P. and MPM Asset Management II LLC are the direct and indirect general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P. and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG. Includes the following warrants exercisable within 60 days of the date of this filing: 615,079 held by MPM BioVentures II-QP, L.P.; 67,860 held by MPM BioVentures II, L.P.; 14,160 held by MPM Asset Management Investors 2000B LLC; and 216,541 held by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG.
- (3) This percentage is calculated based upon 25,239,275 shares of the Issuer's common stock outstanding (as of November 9, 2005), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2005.

CUSIP No. 59101M 10 5

NAMES OF REPORTING PERSONS:

MPM Asset Management II LLC

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a) ☐

(b) ☐ (1)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e):

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION:

6

Delaware

SOLE VOTING POWER:

7

NUMBER OF 0

SHARES SHARED VOTING POWER:
BENEFICIALLY 8
OWNED BY 5,411,618 (2)

EACH
REPORTING PERSON 9
SOLE DISPOSITIVE POWER:
0

WITH 10
SHARED DISPOSITIVE POWER:
5,411,618 (2)

11
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
5,411,618 (2)

12
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
o

13
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
20.7% (3)

14
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):
OO

- (1) This Schedule is filed by MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG, MPM Asset Management II, L.P. and MPM Asset Management II LLC (collectively, the "MPM Entities"). The MPM Entities expressly disclaim status as a "group" for purposes of this Schedule 13D.
- (2) As described in Item 3 below, pursuant to the Securities Purchase Agreement: MPM BioVentures II-QP, L.P. acquired 471,010 shares of common stock and warrants to purchase 164,854 shares of common stock; MPM BioVentures II, L.P. acquired 51,985 shares of common stock and warrants to purchase 18,195 shares of common stock; MPM Asset Management Investors 2000B LLC acquired 10,845 shares of common stock and warrants to purchase 3,795 shares of common stock; and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG acquired 165,819 shares of common stock and warrants to purchase 58,037 shares of common stock. MPM Asset Management II, L.P. and MPM Asset Management II LLC are the direct and indirect general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P. and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG. Includes the following warrants exercisable within 60 days of the date of this filing: 615,079 held by MPM BioVentures II-QP, L.P.; 67,860 held by MPM BioVentures II, L.P.; 14,160 held by MPM Asset Management Investors 2000B LLC; and 216,541 held by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG.
- (3) This percentage is calculated based upon 25,239,275 shares of the Issuer's common stock outstanding (as of November 9, 2005), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2005.

Item 1. Security and Issuer

(a) This statement on Schedule 13D relates to the common stock, par value \$0.001 per share (Common Stock) of Metabasis Therapeutics, Inc., a Delaware corporation (the Issuer).

(b) The principal executive offices of the Issuer are located at 11119 North Torrey Pines Road, La Jolla, CA 92037.

Item 2. Identity and Background

(a) The entities filing this statement are MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG, MPM Asset Management II, L.P. and MPM Asset Management II LLC (collectively, the MPM Entities).

(b) The address of the principal place of business of each of the MPM Entities is The John Hancock Tower, 200 Clarendon Street, 54th Floor, Boston, Massachusetts 02116.

(c) The principal business of each of the MPM Entities is the venture capital investment business.

(d) During the last five years, none of the MPM Entities or of the Listed Persons (as defined below), to the knowledge of the MPM Entities, has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the MPM Entities or of the Listed Persons (as defined below), to the knowledge of the MPM Entities, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the MPM Entities is a Delaware limited partnership or limited liability company, except MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG which was organized in Germany.

In accordance with the provisions of General Instruction C to Schedule 13D, information concerning the managers and each other person controlling the general partners of the MPM Entities (the Listed Persons) required by Item 2 of Schedule 13D is listed on Schedule 1 hereto and is incorporated by reference herein.

Item 3. Source and Amount of Funds or Other Consideration

Pursuant to the terms of that certain Securities Purchase Agreement by and between the Issuer, certain of the MPM Entities, and various other investors, dated September 30, 2005 (the Securities Purchase Agreement), the MPM Entities purchased an aggregate of 699,659 shares of the Common Stock of the Issuer (the Shares), at a price of \$5.86 per share, together with associated warrants (the Warrants) to purchase an aggregate of 244,881 shares of the Common Stock of the Issuer. The Warrants will be exercisable until September 30, 2010 (the Expiration Date) at an exercise price of \$6.74 per share. In addition, the Warrants will be exercisable on a cashless basis (by surrender of the number of shares underlying the Warrants having a fair market value equal to the aggregate exercise price of the shares being acquired) until and including the Expiration Date. Certain rights relating to the Warrants were set forth in a Warrant Agreement, dated as of September 30, 2005. The applicable per share purchase price and the number of shares issuable upon exercise of the Warrants are subject to adjustment for the occurrence of certain events, including stock dividends and split-ups, combinations, reorganizations and reclassifications. The consideration for the Warrants is included in the aggregate purchase price of the Shares.

The sale of the Shares and Warrants to the MPM Entities described above was part of a private placement by the Issuer to a number of affiliated and unaffiliated investors (including the MPM Entities). The closing of the transaction occurred on September 30, 2005.

Prior to entering into the Securities Purchase Agreements, the MPM Entities beneficially owned a total of 3,798,319 shares of the Common Stock of the Issuer. These shares were acquired through venture capital investments prior to the Issuer's initial public offering, for an aggregate purchase price of approximately \$24,708,249.

The funds used by the MPM Entities to acquire the securities described herein were obtained from capital contributions by their partners and from direct capital commitments by the MPM Entities.

References to and descriptions of the transaction as set forth in this Item 3 are qualified in their entirety by reference to the form of Securities Purchase Agreement (including the form of Warrant attached thereto as Exhibit A), which is incorporated by reference in its entirety in this Item 3.

Item 4. Purpose of Transaction

The MPM Entities agreed to purchase the Shares and the Warrants for investment purposes with the aim of increasing the value of their investments and the Issuer.

Subject to applicable legal requirements, one or more of the MPM Entities may purchase additional securities of the Issuer from time to time in open market or private transactions, depending on their evaluation of the Issuer's business, prospects and financial condition, the market for the Issuer's securities, other developments concerning the Issuer, the reaction of the Issuer to the MPM Entities' ownership of the Issuer's securities, other opportunities available to the MPM Entities, and general economic, money market and stock market conditions. In addition, depending upon the factors referred to above, the MPM Entities may dispose of all or a portion of their securities of the Issuer at any time. Each of the MPM Entities reserves the right to increase or decrease its holdings on such terms and at such times as each may decide.

Other than as described above in this Item 4, none of the MPM Entities have any plan or proposal relating to or that would result in: (a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the Board of Directors or management of the Issuer, including any plans or proposals to change the number or terms of directors or to fill any existing vacancies on the Board of Directors of the Issuer; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) any changes in the Issuer's charter, by-laws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) a class of securities of the Issuer being delisted from a national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (j) any action similar to those enumerated above.

Item 5. Interest in Securities of the Issuer

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this Statement is provided as of February 9, 2006:

MPM Entity	Shares Held	Warrants Held	Sole Voting	Shared Voting	Sole Dispositive	Shared Dispositive	Beneficial Ownership	Percentage of Class (2)
MPM BioVentures II-QP, L.P.	3,028,085	615,079	3,643,164	0	3,643,164	0	3,643,164	14.1%
MPM BioVentures II, L.P.	334,131	67,860	401,991	0	401,991	0	401,991	1.6%
MPM Asset Management Investors 2000B LLC	69,718 1,066,44	14,160 216,541	83,878 1,282,585	0 0	83,878 1,282,585	0 0	83,878 1,282,585	0.3% 5.0%

MPM BioVentures
GmbH & Co.
Parallel-Beteiligungs
KG

MPM Asset

Management II,

L.P.(1)

0 0 0 5,411,618 0 5,411,618 5,411,618 20.7%

MPM Asset

Management II

LLC(1)

0 0 0 5,411,618 0 5,411,618 5,411,618 20.7%

(1) MPM Asset Management II, L.P. and MPM Asset Management II LLC own no securities of the Issuer directly. MPM Asset Management II, L.P. and MPM Asset Management II LLC are the direct and indirect general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P. and MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

(2) These percentages are calculated based upon 25,239,275 shares of the Issuer's common stock outstanding (as of November 9, 2005), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2005.

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Luke Evnin, a managing member of MPM Asset Management II, L.P. and MPM Asset Management II LLC has an option to purchase 20,000 shares of the Issuer's common stock which was granted on June 21, 2004 and began vesting in 24 equal monthly installments on June 21, 2004 and an option to purchase 10,000 shares of the Issuer's common stock which was granted on May 18, 2005 and began vesting in 12 equal monthly on May 18, 2005. As of the date of the filing of this Schedule 13D, Mr. Evnin may be deemed to beneficially own 25,805 shares of the Issuer's common stock underlying this option (which is the number of shares issuable pursuant to the option within 60 days of the date hereof).

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information provided and incorporated by reference in Items 3, 4 and 5 is hereby incorporated by reference. Other than as described in this Schedule 13D, to the best of the MPM Entities' knowledge, there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer.

Item 7. Material to Be Filed as Exhibits

A. Form of Securities Purchase Agreement between the Issuer and certain Purchasers, dated September 30, 2005 (Incorporated by reference to Exhibit 4.12 to the Issuer's Current Report on Form 8-K filed on October 5, 2005 (SEC File No. 000-50785)).

B. Agreement regarding filing of joint Schedule 13D.

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SIGNATURES

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.

Date: February 9, 2006

MPM BioVentures II-QP, L.P.

By: MPM Asset Management II, L.P., its
General Partner

By: MPM Asset Management II LLC,
its General Partner

By: \s\ Luke Evnin

Name: Luke Evnin

Title: Manager

MPM BioVentures II, L.P.

By: MPM Asset Management II, L.P., its
General Partner

By: MPM Asset Management II LLC,
its General Partner

By: \s\ Luke Evnin

Name: Luke Evnin

Title: Manager

MPM Asset Management Investors 2000B LLC

By: \s\ Luke Evnin

Name: Luke Evnin

Title: Manager

MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

By: MPM Asset Management II, L.P., in its
capacity as its Special Limited Partner

By: MPM Asset Management II LLC,
its General Partner

By: \s\ Luke Evnin

Name: Luke Evnin

Title: Manager

MPM Asset Management II, L.P.

By: MPM Asset Management II LLC,
its General Partner

By: \s\ Luke Evnin

Name: Luke Evnin

Title: Manager

MPM Asset Management II LLC

By: \s\ Luke Evnin

Name: Luke Evnin

Title: Manager

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.

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

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SCHEDULE I

General Partners/Members:

Luke Evnin

c/o MPM Asset Management

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

Ansbert Gadicke

c/o MPM Asset Management

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

Nikolas Galakatos

c/o MPM Asset Management

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

Michael Steinmetz

c/o MPM Asset Management

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

Kurt Wheeler

c/o MPM Asset Management

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, Massachusetts 02116

Principal Occupation: Member of the general partners of MPM BioVentures II-QP, L.P., MPM BioVentures II, L.P., MPM Asset Management Investors 2000B LLC, and MPM BioVentures GmbH & Co.

Parallel-Beteiligungs KG

Citizenship: USA

EXHIBIT INDEX

A. Form of Securities Purchase Agreement between the Issuer and certain Purchasers, dated September 30, 2005
(Incorporated by reference to Exhibit 4.11 to the Issuer's Current Report on Form 8-K filed on October 5, 2005 (SEC
File No. 000-50785)).

B. Agreement regarding filing of joint Schedule 13D.

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Exhibit B

JOINT FILING STATEMENT

I, the undersigned, hereby express my agreement that the attached Schedule 13D (and any amendments thereto) relating to the common stock of Metabasis Therapeutics, Inc. is filed on behalf of each of the undersigned.

Dated: February 9, 2006

MPM BioVentures II-QP, L.P.

By: MPM Asset Management II, L.P., its
General Partner

By: MPM Asset Management II LLC,
its General Partner

By: \\\ Luke Evnin

Name: Luke Evnin
Title: Manager

MPM BioVentures II, L.P.

By: MPM Asset Management II, L.P., its
General Partner

By: MPM Asset Management II LLC,
its General Partner

By: \\\ Luke Evnin

Name: Luke Evnin
Title: Manager

MPM Asset Management Investors 2000B LLC

By: \\\ Luke Evnin

Name: Luke Evnin
Title: Manager

MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

By: MPM Asset Management II, L.P., in its
capacity as its Special Limited Partner

By: MPM Asset Management II LLC,
its General Partner

By: \\\ Luke Evnin

Name: Luke Evnin

Title: Manager

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MPM Asset Management II, L.P.

By: MPM Asset Management II LLC,
its General Partner

By: \s\ Luke Evnin

Name: Luke Evnin
Title: Manager

MPM Asset Management II LLC

By: \s\ Luke Evnin

Name: Luke Evnin
Title: Manager

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