

TERCICA INC  
Form SC 13G/A  
February 15, 2006

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

**SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b)  
AND (c) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)  
(Amendment No. 1)\*

Tercica, Inc.

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**88078L 10 5**

(CUSIP Number)

**December 31, 2004**

(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).

**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. 88078L 10 5

Page 2 of 11

NAMES OF REPORTING PERSONS:

1

**Prospect Venture Partners II, L.P.**

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

**IRS No. 77-0565416**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*:

2

(a)

(b)  (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

**Delaware, United States of America**

SOLE VOTING POWER:

5

NUMBER OF

**0 shares**

SHARES

SHARED VOTING POWER:

BENEFICIALLY 6

OWNED BY

**3,063,540 shares of Common Stock (2)**

EACH  
REPORTING

7

PERSON

SOLE DISPOSITIVE POWER:

**0 shares**

WITH:

8

SHARED DISPOSITIVE POWER:

**3,063,540 shares of Common Stock (2)**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

**3,063,540 shares of Common Stock (2)**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

**9.68% (3)**

TYPE OF REPORTING PERSON\*:

12

**PN**

(1) This Schedule 13G is filed by Prospect Venture Partners II, L.P. ( PVP II ), Prospect Associates II, L.P. ( PA II ), Prospect Management Co. II, L.L.C. ( PMC II ), David Schnell ( Schnell ), Alexander E. Barkas ( Barkas ), Russell C. Hirsch ( Hirsch ) and James B. Tananbaum ( Tananbaum, and together with PVP II, PA II, PMC II, Schnell, Barkas and Hirsch, collectively, the Prospect Entities ). The Prospect Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes  
(i) 3,017,588 shares held by

PVP II; and  
(ii) 45,952 shares held by PA II. PMC II serves as the sole general partner of PVP II and PA II, and owns no securities of the Issuer directly. Schnell, Barkas, Hirsch and Tananbaum are managing directors of PMC II and share voting and dispositive power over the shares held by the Prospect Entities, however, they disclaim beneficial ownership of the shares held by the Prospect Entities, except to the extent of their pecuniary interests therein, and any shares held in their name. The information with respect to the ownership of the Common Stock of the Issuer by the persons filing this statement on Schedule 13G is provided as of December 31, 2005.

(3) This percentage is calculated based upon 31,642,775 shares of the Issuer's common stock outstanding (as of October 25, 2005),

as set forth in the  
Issuer's most  
recent 10-Q, filed  
with the Securities  
and Exchange  
Commission on  
November 4,  
2005.

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NAMES OF REPORTING PERSONS:

1

**Prospect Associates II, L.P.**

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

**IRS No. 77-0584739**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*:

2

(a)

(b)  (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

**Delaware, United States of America**

SOLE VOTING POWER:

5

NUMBER OF

**0 shares**

SHARES

SHARED VOTING POWER:

BENEFICIALLY 6

OWNED BY

**3,063,540 shares of Common Stock (2)**

EACH  
REPORTING  
PERSON

7

SOLE DISPOSITIVE POWER:

**0 shares**

WITH:

8

SHARED DISPOSITIVE POWER:

**3,063,540 shares of Common Stock (2)**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9



**3,063,540 shares of Common Stock (2)**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

**9.68% (3)**

TYPE OF REPORTING PERSON\*:

12

**PN**

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NAMES OF REPORTING PERSONS:

1

**Prospect Management Co. II, L.L.C.**

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

**IRS No. 77-0565417**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*:

2

(a)

(b)  (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

**Delaware, United States of America**

SOLE VOTING POWER:

5

NUMBER OF

**0 shares**

SHARES

SHARED VOTING POWER:

BENEFICIALLY 6

OWNED BY

**3,063,540 shares of Common Stock (2)**

EACH  
REPORTING  
PERSON

7

SOLE DISPOSITIVE POWER:

**0 shares**

WITH:

8

SHARED DISPOSITIVE POWER:

**3,063,540 shares of Common Stock (2)**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

**3,063,540 shares of Common Stock (2)**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

**9.68% (3)**

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)\*:

12

**OO**

(1) This Schedule 13G is filed by Prospect Venture Partners II, L.P. ( PVP II ), Prospect Associates II, L.P. ( PA II ), Prospect Management Co. II, L.L.C. ( PMC II ), David Schnell ( Schnell ), Alexander E. Barkas ( Barkas ), Russell C. Hirsch ( Hirsch ) and James B. Tananbaum ( Tananbaum, and together with PVP II, PA II, PMC II, Schnell, Barkas and Hirsch, collectively, the Prospect Entities ). The Prospect Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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NAMES OF REPORTING PERSONS:

1

**David Schnell**

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*:

2

(a)

(b)  (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

**United States of America**

SOLE VOTING POWER:

5

NUMBER OF

**0 shares**

SHARES

SHARED VOTING POWER:

BENEFICIALLY 6

OWNED BY

**3,063,540 shares of Common Stock (2)**

EACH  
REPORTING  
PERSON

7

SOLE DISPOSITIVE POWER:

**0 shares**

WITH:

8

SHARED DISPOSITIVE POWER:

**3,063,540 shares of Common Stock (2)**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9



**3,063,540 shares of Common Stock (2)**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

**9.68% (3)**

TYPE OF REPORTING PERSON\*:

12

**IN**

(1) This Schedule 13G is filed by Prospect Venture Partners II, L.P. ( PVP II ), Prospect Associates II, L.P. ( PA II ), Prospect Management Co. II, L.L.C. ( PMC II ), David Schnell ( Schnell ), Alexander E. Barkas ( Barkas ), Russell C. Hirsch ( Hirsch ) and James B. Tananbaum ( Tananbaum, and together with PVP II, PA II, PMC II, Schnell, Barkas and Hirsch, collectively, the Prospect Entities ). The Prospect Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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NAMES OF REPORTING PERSONS:

1

**Alexander E. Barkas**

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*:

2

(a)

(b)  (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

**United States of America**

SOLE VOTING POWER:

5

NUMBER OF **36,250 shares of Common Stock (2)**

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY **3,063,540 shares of Common Stock (2)**

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON **36,250 shares of Common Stock (2)**

SHARED DISPOSITIVE POWER:

8

WITH: **3,063,540 shares of Common Stock (2)**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

**3,099,790 shares of Common Stock (2)**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*:

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

**9.80% (3)**

**TYPE OF REPORTING PERSON\*:**

12

**IN**

(1) This Schedule 13G is filed by Prospect Venture Partners II, L.P. ( PVP II ), Prospect Associates II, L.P. ( PA II ), Prospect Management Co. II, L.L.C. ( PMC II ), David Schnell ( Schnell ), Alexander E. Barkas ( Barkas ), Russell C. Hirsch ( Hirsch ) and James B. Tananbaum ( Tananbaum, and together with PVP II, PA II, PMC II, Schnell, Barkas and Hirsch, collectively, the Prospect Entities ). The Prospect Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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NAMES OF REPORTING PERSONS:

1

**Russell C. Hirsch**

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*:

2

(a)

(b)  (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

**United States of America**

SOLE VOTING POWER:

5

NUMBER OF **0 shares**

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

**3,063,540 shares of Common Stock (2)**

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

**0 shares**

SHARED DISPOSITIVE POWER:

WITH: 8

**3,063,540 shares of Common Stock (2)**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9



**3,063,540 shares of Common Stock (2)**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*:

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

**11**

**9.68% (3)**

TYPE OF REPORTING PERSON\*:

**12**

**IN**

(1) This Schedule 13G is filed by Prospect Venture Partners II, L.P. ( PVP II ), Prospect Associates II, L.P. ( PA II ), Prospect Management Co. II, L.L.C. ( PMC II ), David Schnell ( Schnell ), Alexander E. Barkas ( Barkas ), Russell C. Hirsch ( Hirsch ) and James B. Tananbaum ( Tananbaum, and together with PVP II, PA II, PMC II, Schnell, Barkas and Hirsch, collectively, the Prospect Entities ). The Prospect Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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CUSIP No. 88078L 10 5

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NAMES OF REPORTING PERSONS:

1

**James B. Tananbaum**

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*:

2

(a)

(b)  (1)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

**United States of America**

SOLE VOTING POWER:

5

NUMBER OF

**0 shares**

SHARES

SHARED VOTING POWER:

BENEFICIALLY 6

OWNED BY

**3,063,540 shares of Common Stock (2)**

EACH  
REPORTING  
PERSON

7

SOLE DISPOSITIVE POWER:

**0 shares**

WITH:

8

SHARED DISPOSITIVE POWER:

**3,063,540 shares of Common Stock (2)**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

**3,063,540 shares of Common Stock (2)**

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*:

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

**11**

**9.68% (3)**

TYPE OF REPORTING PERSON\*:

**12**

**IN**

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**Item 1**

- (a) Name of Issuer: Tercica, Inc.
- (b) Address of Issuer's Principal Executive Offices: 2000 Sierra Point Parkway, #400  
Brisbane, CA 94005

**Item 2**

- (a) Name of Person(s) Filing:
- Prospect Venture Partners II, L.P. ( PVP II )  
Prospect Associates II, L.P. ( PA II )  
Prospect Management Co. II, L.L.C. ( PMC II )  
David Schnell ( Schnell )  
Alexander E. Barkas ( Barkas )  
Russell C. Hirsch ( Hirsch )  
James B. Tananbaum ( Tananbaum )
- (b) Address of Principal Business Office: c/o Prospect Venture Partners  
435 Tasso Street, Suite 200  
Palo Alto, California 94301
- (c) Citizenship:
- |              |           |   |                          |
|--------------|-----------|---|--------------------------|
| Entities:    | PVP II    | - | Delaware                 |
|              | PA II     | - | Delaware                 |
|              | PMC II    | - | Delaware                 |
| Individuals: | Schnell   | - | United States of America |
|              | Barkas    | - | United States of America |
|              | Hirsch    | - | United States of America |
|              | Tananbaum | - | United States of America |
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 88078L 10 5

**Item 3** Not applicable.



**Item 4 Ownership.**

The following information with respect to the ownership of the Common Stock of the Issuer by the persons filing this statement on Schedule 13G is provided as of December 31, 2005:

	Shares Held	Warrants	Sole	Shared	Sole	Shared	Beneficial Ownership	Percentage of Class(2)
		Held	Voting	Voting	Dispositive	Dispositive		
<b>Prospect Entities</b>	<b>Directly</b>	<b>Directly</b>	<b>Power</b>	<b>Power</b>	<b>Power</b>	<b>Power</b>	<b>Ownership</b>	<b>Class(2)</b>
Prospect Venture Partners II, L.P.	3,063,540	0	0	3,063,540	0	3,063,540	3,063,540	9.68%
Prospect Associates II, L.P.	3,063,540	0	0	3,063,540		3,063,540	3,063,540	9.68%
Prospect Management Co. II, L.L.C. (1)	0	0	0	3,063,540	0	3,063,540	3,063,540	9.68%
David Schnell (1)	0	0	0	3,063,540	0	3,063,540	3,063,540	9.68%
Alexander E. Barkas	0	0	36,250	3,063,540	36,250	3,063,540	3,099,790	9.80%
Russell C. Hirsch (1)	0							