

AVEO PHARMACEUTICALS INC
Form SC 13G/A
February 07, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

AVEO PHARMACEUTICALS, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

53588109
(CUSIP Number)

December 31, 2012
(Date of Event Which Requires Filing of This Statement)

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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).

CUSIP No. 53588109

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1. Name of Reporting Persons

MPM BioVentures II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 164,567

6. Shared Voting Power

Beneficially

Owned by

0

Each

7. Sole Dispositive Power

Reporting

Person

164,567

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

164,567

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

0.4%

12. Type of Reporting Person (See Instructions)

PN

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1. Name of Reporting Persons

MPM BioVentures II-QP, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 1,493,260

6. Shared Voting Power

Beneficially

Owned by

0

Each

7. Sole Dispositive Power

Reporting

Person 1,493,260

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,493,260

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

3.4%

12. Type of Reporting Person (See Instructions)

PN

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1. Name of Reporting Persons

MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of

Shares 525,732

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 525,732

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

525,732

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

1.2%

12. Type of Reporting Person (See Instructions)

PN

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1. Name of Reporting Persons

MPM Asset Management Investors 2002 LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 25,402

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 25,402

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

25,402

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person (See Instructions)

OO

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1. Name of Reporting Persons

MPM Asset Management II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 2,183,559*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

2,183,559*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,183,559*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

5.0%

12. Type of Reporting Person (See Instructions)

PN

* The shares are held as follows: 1,493,260 by MPM BioVentures II-QP, L.P. (BV II QP); 164,567 by MPM BioVentures II, L.P. (BV II); and 525,732 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG (BV KG). The Reporting Person is the direct general partner of BV II QP, BV II and BV KG.

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1. Name of Reporting Persons

MPM Asset Management II LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 2,183,559*

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

2,183,559*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,183,559*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

5.0%

12. Type of Reporting Person (See Instructions)

OO

* The shares are held as follows: 1,493,260 by BV II QP; 164,567 by BV II; and 525,732 by BV KG. The Reporting Person is the indirect general partner of BV II QP, BV II and BV KG.

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1. Name of Reporting Persons

Ansbert Gadicke

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 2,208,961*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

2,208,961*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,208,961*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

5.1%

12. Type of Reporting Person (See Instructions)

IN

* The shares are held as follows: 1,493,260 by BV II QP; 164,567 by BV II; 25,402 by MPM Asset Management Investors 2002 BVII LLC (AM 2002); and 525,732 by BV KG. MPM Asset Management II, L.P. (AM LP) 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 an investment manager of AM II LLC and AM 2002.

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1. Name of Reporting Persons

Luke Evnin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 2,208,961*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

2,208,961*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,208,961*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

5.1%

12. Type of Reporting Person (See Instructions)

IN

* The shares are held as follows: 1,493,260 by BV II QP; 164,567 by BV II; 25,402 by AM 2002; and 525,732 by BV KG. AM LP and AM II LLC are the direct and indirect general partners of BV II QP, BV II and BV KG. The Reporting Person is an investment manager of AM II LLC and AM 2002.

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1. Name of Reporting Persons

Nicholas Galakatos

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 2,208,961*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

2,208,961*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,208,961*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

5.1%

12. Type of Reporting Person (See Instructions)

IN

* The shares are held as follows: 1,493,260 by BV II QP; 164,567 by BV II; 525,732 by BV KG; and 25,402 by AM 2002. AM LP and AM II LLC are the direct and indirect general partners of BV II QP, BV II and BV KG. The Reporting Person is an investment manager of AM II LLC and AM 2002.

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1. Name of Reporting Persons

Michael Steinmetz

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 2,208,961*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

2,208,961*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,208,961*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)