

Edgar Filing: THERASENSE INC - Form SC 13G/A

THERASENSE INC
Form SC 13G/A
February 14, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G/A

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

TheraSense, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

883381105

(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 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).

(Continued on following pages)

Page 1 of 18 Pages
Exhibit Index on Page 15

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CUSIP NO. 883381105

13 G

Page 2 of 18 Pages

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Delphi Ventures III, L.P.
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 883381105

13 G

Page 3 of 18 Pages

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Delphi BioInvestments III, L.P.
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON -0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
0.0%

12 TYPE OF REPORTING PERSON
PN

CUSIP NO. 883381105 13 G Page 4 of 18 Pages

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Delphi Ventures IV, L.P.
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	5	SOLE VOTING POWER -0-
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PERSON WITH	-----	-----
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	PN

CUSIP NO. 883381105	13 G	Page 5 of 18 Pages
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1	NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Delphi BioInvestments IV, L.P. Tax ID Number:
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0-

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON PN

CUSIP NO. 883381105 13 G Page 6 of 18 Pages

1 NAME OF REPORTING SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Delphi Management Partners III, L.L.C.
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON OO

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 CUSIP NO. 883381105 13 G Page 7 of 18 Pages

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Delphi Management Partners IV, L.L.C.
 Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	5	SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		-0-

6	SHARED VOTING POWER
	-0-

7	SOLE DISPOSITIVE POWER
	-0-

8	SHARED DISPOSITIVE POWER
	-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON -0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 0.0%

12 TYPE OF REPORTING PERSON
 OO

 CUSIP NO. 883381105 13 G Page 8 of 18 Pages

1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 James J. Bochnowski

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Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER -0-
	6	SHARED VOTING POWER -0-
	7	SOLE DISPOSITIVE POWER -0-
	8	-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 883381105 13 G Page 9 of 18 Pages

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
David L. Douglass
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF SHARES	5	SOLE VOTING POWER
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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.0%

12 TYPE OF REPORTING PERSON IN

CUSIP NO. 883381105 13 G Page 10 of 18 Pages

1 NAME OF REPORTING PERSON
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Donald J. Lothrop
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
-0-

6 SHARED VOTING POWER
-0-

7 SOLE DISPOSITIVE POWER

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		-0-
	8	SHARED DISPOSITIVE POWER -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-0-
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	[]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	0.0%
12	TYPE OF REPORTING PERSON	IN

Page 11 of 18 Pages

This statement amends the Statement on Schedule 13G previously filed by Delphi Ventures III, L.P., Delphi BioInvestments III, L.P., Delphi Management Partners III, L.L.C., Delphi Ventures IV, L.P., Delphi BioInvestments IV, L.P., Delphi Management Partners IV, L.L.C., James J. Bochnowski, David L. Douglass and Donald J. Lothrop. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

ITEM 4. OWNERSHIP:

Please see Item 5.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X] Yes

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Please see Item 5.

Page 12 of 18 Pages

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.

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Dated: February 11, 2005

DELPHI VENTURES III, L.P., a Delaware
Limited Partnership

By: Delphi Management Partners III, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

DELPHI BIOINVESTMENTS III, L.P., a Delaware
Limited Partnership

By: Delphi Management Partners III, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

DELPHI MANAGEMENT PARTNERS III, L.L.C.,
a Delaware Limited Liability Company

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

Page 13 of 18 Pages

DELPHI VENTURES IV, L.P., a Delaware
Limited Partnership

By: Delphi Management Partners IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

DELPHI BIOINVESTMENTS IV, L.P., a Delaware
Limited Partnership

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By: Delphi Management Partners IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

DELPHI MANAGEMENT PARTNERS IV, L.L.C.,
a Delaware Limited Liability Company

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

Page 14 of 18 Pages

JAMES J. BOCHNOWSKI

By: /s/ James J. Bochnowski

James J. Bochnowski

DAVID L. DOUGLASS

By: /s/ David L. Douglass

David L. Douglass

DONALD J. LOTHROP

By: /s/ David L. Douglass

David L. Douglass

Page 15 of 18 Pages

EXHIBIT INDEX

Exhibit

Exhibit A: Agreement of Joint Filing

Found on
Sequentially
Numbered Page

16

EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of TheraSense, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 11, 2005

February 11, 2005

DELPHI MANAGEMENT PARTNERS III, L.L.C.,
a Delaware Limited Liability Company

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

February 11, 2005

DELPHI VENTURES III, L.P.,
a Delaware Limited Partnership

By: Delphi Management Partners III, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

February 11, 2005

DELPHI BIOINVESTMENTS III, L.P.,
a Delaware Limited Partnership

By: Delphi Management Partners III, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

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February 11, 2005

DELPHI MANAGEMENT PARTNERS IV, L.L.C.,
a Delaware Limited Liability Company

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

February 11, 2005

DELPHI VENTURES IV, L.P.,
a Delaware Limited Partnership

By: Delphi Management Partners IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

February 11, 2005

DELPHI BIOINVESTMENTS IV, L.P.,
a Delaware Limited Partnership

By: Delphi Management Partners IV, L.L.C.,
a Delaware Limited Liability Company
Its General Partner

By: /s/ James J. Bochnowski

James J. Bochnowski, Member

Page 18 of 18 Pages

February 11, 2005

By: /s/ James J. Bochnowski

James J. Bochnowski

February 11, 2005

By: /s/ David L. Douglass

David L. Douglass

February 11, 2005

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By: /s/ Donald J. Lothrop

Donald J. Lothrop