SEC Form 3

FORM 3

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

OMB APPROVAL OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

					the investment company Act of	1010					
1. Name and Address of Reporting Person* 2. Date of Event Requiring Stater (Month/Day/Yea Baker Biotech Capital II (Z) (GP). (Month/Day/Yea											
			03/24/2006		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				5. If Amendment, Date of Original Filed (Month/Day/Year)		
(Last)	(First)	(Middle)			Director X Officer (give title	10% Own Other (spe			dividual or Join licable Line)	t/Group Filing (Check	
667 MADISON AVENUE 17TH FLOOR					below)	below)				y One Reporting	
								x	Form filed b	y More than One	
(Street) NEW YORK	NY	10021							Reporting		
(City)	(State)	(Zip)									
			Table I - Nor	-Derivat	tive Securities Beneficial	ly Owned		<u> </u>			
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				I. Nature of Indirect Beneficial Ownership Instr. 5)		
Common Stock ⁽¹⁾					674,120 ⁽³⁾	I	See Fe		e Footnote ⁽²⁾		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4) Expiration Da (Month/Day/Ye			te	d 3. Title and Amount of Secu Underlying Derivative Secu 4)	rity (Instr. Conve or		ersion	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
						Amount	Exerci Price c	of	Direct (D) or Indirect		
			Date Exercisable	Expiration Date	on Title	Number of Shares	Derivative Security		(I) (Instr. 5)		
1. Name and Address of Reporting Person [*] Baker Biotech Capital II (Z) (GP), LLC							I		1		
(Last) (First) (Middle)											
667 MADISON AVENUE											
17TH FLOOR											
(Street) NEW YORK	NY	1002	1								
(City)	(State)	(Zip)									
1. Name and Address of Reporting Person [*] BAKER JULIAN											
(Last) (First) (Middle) 667 MADISON AVENUE											
(Street) NEW YORK	NY	1002	1								
(City)	(State)	(Zip)		_							

1. Name and Address of Reporting Person [*] BAKER FELIX								
(Last) (First) (Middle) 667 MADISON AVENUE								
(Street) NEW YORK	NY	10021						
(City)	(State)	(Zip)						

Explanation of Responses:

1. In addition to Baker Biotech Capital II (Z) (GP), LLC, this Form 3 is being filed jointly by Julian C. Baker and Felix J. Baker, each of whom has the same business address as Baker Biotech Capital II (Z) (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Because of certain relationships with other security holders of the Issuer, the Reporting Persons are filing solely for informational purposes as if they were a member of a group of such shareholders. (Continued in footnote 2.)

2. However, the Reporting Persons disclaim that they and any other person or persons, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of securities owned by any such other persons, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein.

3. Represents securities owned directly by Baker Biotech Fund II (Z), L.P., a limited partnership the sole general partner of which is Baker Biotech Capital II (Z), L.P., a limited partnership the sole general partner of which is Baker Biotech Capital II (Z) (GP), LLC. Felix J. Baker and Julian C. Baker are the controlling members of Baker Biotech Capital II (Z) (GP), LLC.

<u>/s/ Julian C. Baker, as</u>	
Managing Member of Baker	03/28/2006
Biotech Capital II (Z) (GP),	03/20/2000
LLC	
<u>/s/ Julian C. Baker</u>	03/28/2006
<u>/s/ Felix J. Baker</u>	03/28/2006
** Signature of Reporting Person	Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.