

H&Q LIFE SCIENCES INVESTORS  
Form N-CSR  
December 01, 2010

OMB APPROVAL  
OMB Number: 3235-0570  
Expires: August 31, 2011  
Estimated average burden hours per  
response.....18.9

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

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number 811-06565

H&Q Life Sciences Investors  
(Exact name of registrant as specified in charter)

2 Liberty Square, 9th Floor, Boston, MA  
(Address of principal executive offices)

02109  
(Zip code)

2 Liberty Square, 9th Floor, Boston, MA 02109  
(Name and address of agent for service)

Registrant's telephone number, including area code: 617-772-8500

Date of fiscal year end: September 30

Date of reporting period: October 1, 2009 to September 30, 2010

---

**ITEM 1. REPORTS TO STOCKHOLDERS.**

---

**H&Q LIFE SCIENCES INVESTORS**

***Annual Report***

2 0 1 0

---



**T**o our Shareholders:

On September 30, 2010, the net asset value (NAV) per share of the Fund was \$11.51. During the twelve month period ended September 30, 2010, total return at NAV of the Fund was 4.76%, with distributions reinvested. During the most recent six month period ended September 30, 2010, total return at NAV of the Fund was -4.67%, with distributions reinvested. The total investment return at market with distributions reinvested was 7.05% during the twelve month period ended September 30, 2010 and -3.88% during the six month period ended September 30, 2010. As such, market performance of the Fund exceeded that for the NBI benchmark noticeably. Note that the Fund NAV underperformed the NBI benchmark by 180bp for the full fiscal year while the NAV was nearly identical for the most recent six month period. Also note the Fund's market return exceeded the NBI benchmark for both periods. Both the Funds' NAV and the NBI underperformed the broad S&P 500 Index in both periods. Comparisons to relevant indices are listed below.

<b>Investment Returns</b>	<b>Six Months Ended 9/30/10</b>	<b>Fiscal Year Ended 9/30/10</b>
Investment Return at Market	-3.88%	7.05%
Net Asset Value	-4.67%	4.76%
NASDAQ Biotech Index (NBI)	-4.65%	6.61%
S&P 500 Index	-1.42%	10.12%

**Portfolio Highlights**

There were at least four major healthcare related themes that emerged over the last twelve months: 1) healthcare reform, 2) impact of the economic situation on healthcare, 3) FDA actions particularly with respect to drug approvals, and 4) merger and acquisition activity.

Few healthcare related events in the last ten years have played out more publicly than the recent debate surrounding healthcare reform. At its heart, this discussion involved whether and how to provide health insurance coverage for uncovered individuals. The issue divided those that believe that the United States government has a moral obligation to provide healthcare insurance to all versus those who don't feel such an obligation either for cost or philosophical reasons. In the end, the legislation was passed without popular

majority approval and is now law. This legislation appears to have been a significant factor in the most recent national elections. There are myriad views, intense on all sides, about its impact and whether it will remain law in its current form or at all. In considering the potential impact on individual healthcare sectors we agree with the consensus that the volume of healthcare related products and services will increase but that there will be pressure on prices and profit margins. In the longer term, we would expect profit margins for producers of drugs and medical devices as well as at health insurance companies to be challenged. Bundling of payments for certain classes of drugs may also challenge some drug manufacturers. On the other hand, volume increases may well benefit producers of generic drugs and possibly pharmacy benefit managers. It remains to be seen what the net effect of this legislation will be on hospital stocks, though we are pessimistic about this group particularly over the near term.

Both the healthcare reform and the overall economic situation have generated a great deal of discussion. It appears that protracted high rates of unemployment and corporate uncertainty about the fiscal and regulatory environment may have caused basic shifts in both individual and corporate behavior. There have been reports that, coincident with the economic downturn, doctor visits and elective (e.g. aesthetic and certain orthopedic) procedures are down. Furthermore, at times over the last year or two, there have been reductions in corporate purchase of capital and other laboratory equipment. It remains to be seen whether these occurrences will be sustained. For the business sector, these actions may be cyclical and may soon reverse as improvements in the business cycle gather momentum. In early/mid November 2010, the majority of companies are meeting or beating Street earnings (if not always revenue) estimates. This would suggest that the business cycle may be turning up which is supported by anecdotal evidence. It remains to be seen whether uncertainty regarding corporate taxes and regulation slows the turnaround or whether the results of the recent election reduces apparent corporate hesitancy to hire and invest. With prolonged unemployment in the range of 10% (and underemployment even higher), uncertainty remains. We would expect a reversal to occur but be delayed by a couple of years until people are more confident in their employment and home valuation situation. The impact of these trends should affect several healthcare subsectors. Reduced utilization by consumers has hurt a number of medtech companies and possibly the hospital sector. On the positive side, companies appear to be projecting more confident guidance (or at least tone) in quarterly conference calls.

It appears to us that the FDA and associated expert regulatory and reimbursement panels continue to take a very conservative approach to their review of many new products. There have been key approvals for such drugs as Provenge for prostate cancer by Dendreon and generic Lovenox for deep vein thrombosis by Sandoz/Momenta. However, in our view, recent FDA decisions denying or substantively delaying differentiated drugs in diseases such as diabetes, obesity and respiratory disease demonstrate that important new therapies are being denied to people in need. This trend is not good for most companies we consider for investment; we would like to see the trend reverse or at least moderate.

Merger and acquisition activity in the healthcare sector continue unabated. Many completed or proposed transactions are being advanced on friendly terms and have or will likely benefit both patients and investors. Examples include the recently proposed mergers of Pfizer/King and Celgene/Abraxis. Others proposed transactions have been more fractious. The proposed acquisition of Genzyme by Sanofi is an example. In any event we continue to expect a high rate of M&A in the healthcare sector. The Fund seeks to invest in companies on both sides of such transactions and have owned shares in at least two of these exemplar deals.

With regard to the Portfolio, during the twelve month period ending September 30, 2010, Fund performance benefited from ownership of two generic drug companies, Akorn and Perrigo. The Fund also benefited from owning shares in Acorda, a manufacturer of a recently approved drug used to treat multiple sclerosis and Align, a manufacturer of dental aligners. Fund performance was also helped by ownership of Targegen, a venture holding which has been acquired. In contrast, Fund performance was hindered by its ownership of Xenoport and Intermune, companies developing drugs that were challenged during FDA review. In this period, performance was also limited by owning a significant position in Gilead, though over the long term, ownership of Gilead has benefited the Fund substantially.

#### **Investment Changes**

During the twelve month period ended September 30, 2010, within the public portfolio, the Fund established positions in several companies including Eurand, Human Genome, Momenta Pharmaceuticals, Inc., Pharmasset, Inc., Incyte Corporation, Nektar Therapeutics, Elan Corp plc. During the same twelve month period, the Fund exited its position in several companies including Biogen Idec Inc., United Therapeutics Corporation, Zix, Sequenom, Life Technologies Corporation, Laboratory Corporation of America, Intuitive Surgical, Inc., Becton, Dickinson and Company.

## Edgar Filing: H&Q LIFE SCIENCES INVESTORS - Form N-CSR

During the same twelve month period, within the venture portfolio, the Fund established positions in Euthymics Biosciences, Inc. The Fund made follow on investments in TargeGen, Inc. and Xoft, Inc., Eleme, CardioKinetix. The Fund exited its position in Flowcardia, Inc. and DOV Pharmaceutical, Inc.

As always, if you have questions, please feel free to call us at (617) 772-8500.

Daniel R. Omstead  
President



## H&Q LIFE SCIENCES INVESTORS

### LARGEST HOLDINGS BY ISSUER (Excludes Short-Term Investments)

As of September 30, 2010

<b>Issuer - Sector</b>	<b>% of Net Assets</b>
<b>Celgene Corporation</b>	
<i>Biotechnologies/Biopharmaceuticals</i>	4.5%
<b>Amgen Inc.</b>	
<i>Biotechnologies/Biopharmaceuticals</i>	3.7%
<b>Illumina, Inc.</b>	
<i>Medical Devices and Diagnostics</i>	3.3%
<b>Gilead Sciences, Inc.</b>	
<i>Biotechnologies/Biopharmaceuticals</i>	3.0%
<b>Teva Pharmaceutical Industries, Ltd.</b>	
<i>Generic Pharmaceuticals</i>	2.8%
<b>Alexion Pharmaceuticals</b>	
<i>Biotechnologies/Biopharmaceuticals</i>	2.6%
<b>Cephalon, Inc.</b>	
<i>Biotechnologies/Biopharmaceuticals</i>	2.5%
<b>Vertex Pharmaceuticals, Inc.</b>	
<i>Biotechnologies/Biopharmaceuticals</i>	2.4%
<b>Akorn, Inc.</b>	
<i>Generic Pharmaceuticals</i>	2.2%
<b>Incyte Corporation</b>	
<i>Drug Discovery Technologies</i>	2.1%

### SECTOR DIVERSIFICATION (% of Net Assets)

As of September 30, 2010



## H&Q LIFE SCIENCES INVESTORS

### SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2010

<b>CONVERTIBLE SECURITIES AND WARRANTS - 8.4% of Net Assets</b>		
<b>SHARES</b>	<b>Convertible Preferred and Warrants (Restricted) <sup>(a)</sup> <sup>(b)</sup> - 7.8%</b>	<b>VALUE</b>
	<i>Biotechnologies/Biopharmaceuticals - 0.2%</i>	
435,745	Euthymics Biosciences, Inc.	\$ 427,074
204,275	MacroGenics, Inc. Series D	133,208
50,145	MacroGenics, Inc. Series D 18 Month Lock-up	0
		560,282
	<i>Drug Discovery Technologies - 1.3%</i>	
1,587,302	Agilix Corporation Series B <sup>(c)</sup>	94,540
250,000	Ceres, Inc. Series C	1,625,000
21,462	Ceres, Inc. Series C-1	139,503
175,540	Ceres, Inc. Series D	1,141,010
28,385	Ceres, Inc. Series F	184,502
5,677	Ceres, Inc. warrants (expiration 9/05/15)	0
		3,184,555
	<i>Healthcare Services - 1.4%</i>	
3,589,744	PHT Corporation Series D <sup>(c)</sup>	2,800,000
802,996	PHT Corporation Series E <sup>(c)</sup>	626,337
99,455	PHT Corporation Series F <sup>(c)</sup>	77,575
		3,503,912
	<i>Medical Devices and Diagnostics - 4.9%</i>	
2,379,916	CardioKinetix, Inc. Series C	1,640,000
N/A	CardioKinetix, Inc. warrants (expiration 12/11/19) <sup>(d)</sup>	0
N/A	CardioKinetix, Inc. warrants (expiration 06/03/20) <sup>(d)</sup>	0
3,235,293	Concentric Medical, Inc. Series B <sup>(c)</sup>	1,682,352
1,162,790	Concentric Medical, Inc. Series C <sup>(c)</sup>	604,651
455,333	Concentric Medical, Inc. Series D <sup>(c)</sup>	236,773
453,094	Concentric Medical, Inc. Series E <sup>(c)</sup>	235,609
1,198,193	Elemé Medical, Inc. Series C	644,628
1,304,545	Interlace Medical, Inc. Series C	1,435,000
2,446,016	Labcyte, Inc. Series C	1,280,000
2,161,090	Magellan Biosciences, Inc. Series A	2,161,090
98,824	Magellan Biosciences, Inc. warrants (expiration 4/01/19)	0
7,877	Magellan Biosciences, Inc. warrants (expiration 5/06/19)	0
1,031,992	OmniSonics Medical Technologies, Inc. Series A-1	1,031
877,747	OmniSonics Medical Technologies, Inc. Series B-1	877

The accompanying notes are an integral part of these financial statements.

6

---

## H&Q LIFE SCIENCES INVESTORS

### SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2010

(continued)

SHARES	Convertible Preferred and Warrants (Restricted) <sup>(a)</sup> <sup>(b)</sup> - continued	VALUE
	<i>Medical Devices and Diagnostics - continued</i>	
9,606,373	Palyon Medical Corporation Series A <sup>(c)</sup>	\$ 1,537,020
43,478	TherOx, Inc. Series H	72,122
99,646	TherOx, Inc. Series I	165,293
2,813	TherOx, Inc. warrants (expiration 1/26/11)	0
5,427	TherOx, Inc. warrants (expiration 2/06/11)	0
640,625	Xoft, Inc. Series D	474,063
122,754	Xoft, Inc. Series E	90,838
N/A	Xoft, Inc. warrants (expiration 6/12/14) <sup>(d)</sup>	0
N/A	Xoft, Inc. warrants (expiration 6/30/15) <sup>(d)</sup>	0
		12,261,347
		19,510,096
PRINCIPAL AMOUNT	Convertible Notes - 0.6%	
	<i>Drug Discovery Technologies - 0.0%</i>	
\$ 700,000	deCODE Genetics, Inc., 3.50% due 4/15/11	11,375
	<i>Medical Devices and Diagnostics - 0.6%</i>	
492,165	CardioKinetix, Inc., Cvt. Promissory Notes, 4.25% due 12/31/10 (Restricted) <sup>(a)</sup>	492,165
525,908	Elemé Medical, Inc., Subordinated Cvt Promissory Notes, 10.50% due 12/18/12 (Restricted) <sup>(a)</sup>	525,908
410,000	Xoft, Inc., Cvt. Promissory Notes, 10.00% due 3/31/11 (Restricted) <sup>(a)</sup>	410,000
51,588	Xoft, Inc., Cvt. Promissory Notes, 10.00% due 6/30/11 (Restricted) <sup>(a)</sup>	51,588
		1,479,661
		1,491,036
	<b>TOTAL CONVERTIBLE SECURITIES AND WARRANTS</b>	
	(Cost \$32,696,252)	21,001,132
	<b>COMMON STOCKS AND WARRANTS - 85.0%</b>	
SHARES	Biotechnologies/Biopharmaceuticals - 45.8%	
98,998	Acorda Therapeutics, Inc. <sup>(b)</sup>	3,268,914
837,744	Adolor Corporation <sup>(b)</sup>	904,764
352,127	Affymax, Inc. <sup>(b)</sup>	2,095,156
102,610	Alexion Pharmaceuticals, Inc. <sup>(b)</sup>	6,603,980
124,858	Alnylam Pharmaceuticals, Inc. <sup>(b)</sup>	1,533,256

The accompanying notes are an integral part of these financial statements.

## H&Q LIFE SCIENCES INVESTORS

### SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2010

(continued)

SHARES	Biotechnologies/ Biopharmaceuticals - continued	VALUE
64,852	AMAG Pharmaceuticals, Inc. <sup>(b)</sup>	\$ 1,116,103
169,027	Amgen, Inc. <sup>(b)</sup>	9,315,078
144,074	Amylin Pharmaceuticals, Inc. <sup>(b)</sup>	3,003,943
3,939,544	Antisoma plc <sup>(b) (e)</sup>	372,476
198,750	ARIAD Pharmaceuticals, Inc. <sup>(b)</sup>	759,225
	Athersys, Inc. warrants	
82,000	(Restricted, expiration 6/08/12) <sup>(a) (b)</sup>	820
151,000	BioMarin Pharmaceutical, Inc. <sup>(b)</sup>	3,374,850
190,000	Cadence Pharmaceuticals, Inc. <sup>(b)</sup>	1,586,500
195,924	Celgene Corporation <sup>(b)</sup>	11,287,182
100,153	Cephalon, Inc. <sup>(b)</sup>	6,253,553
174,224	Cornerstone Therapeutics, Inc. <sup>(b)</sup>	1,230,021
203,897	Cubist Pharmaceuticals, Inc. <sup>(b)</sup>	4,769,151
198,000	Curis, Inc. <sup>(b)</sup>	271,260
97,498	Dendreon Corporation <sup>(b)</sup>	4,014,968
380,480	Elan Corporation plc <sup>(b) (f)</sup>	2,187,760
38,249	Genzyme Corporation <sup>(b)</sup>	2,707,647
210,730	Gilead Sciences, Inc. <sup>(b)</sup>	7,504,095
176,000	Human Genome Sciences, Inc. <sup>(b)</sup>	5,243,040
120,000	Inspire Pharmaceuticals, Inc. <sup>(b)</sup>	714,000
103,976	InterMune, Inc. <sup>(b)</sup>	1,416,153
140,220	Ironwood Pharmaceuticals, Inc. <sup>(b)</sup>	1,427,440
360,400	Isis Pharmaceuticals, Inc. <sup>(b)</sup>	3,027,360
197,135	Martek Biosciences Corporation <sup>(b)</sup>	4,461,165
218,810	Momenta Pharmaceuticals, Inc. <sup>(b)</sup>	3,293,090
605,617	Neurocrine Biosciences, Inc. <sup>(b)</sup>	3,670,039
175,000	NPS Pharmaceuticals, Inc. <sup>(b)</sup>	1,197,000
115,200	Onyx Pharmaceuticals, Inc. <sup>(b)</sup>	3,038,976
10,250	Orexigen Therapeutics, Inc. <sup>(b)</sup>	60,780
113,086	Regeneron Pharmaceuticals, Inc. <sup>(b)</sup>	3,098,556
635,098	Telik, Inc. <sup>(b)</sup>	457,271
175,348	Vertex Pharmaceuticals, Inc. <sup>(b)</sup>	6,061,780
294,523	VIVUS, Inc. <sup>(b)</sup>	1,970,359
271,447	XenoPort, Inc. <sup>(b)</sup>	1,929,988
		115,227,699
	<b>Drug Delivery - 2.8%</b>	
154,900	Alkermes, Inc. <sup>(b)</sup>	2,269,285
1,083,690	DURECT Corporation <sup>(b)</sup>	2,752,573
142,000	Nektar Therapeutics <sup>(b)</sup>	2,097,340
		7,119,198

The accompanying notes are an integral part of these financial statements.

8

---



## H&Q LIFE SCIENCES INVESTORS

### SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2010

(continued)

SHARES		VALUE
<b>Drug Discovery Technologies - 3.5%</b>		
9,152	Clinical Data, Inc. <sup>(b)</sup>	\$ 154,397
315,071	Eurand N.V. <sup>(b)</sup>	3,100,299
337,270	Incyte Corporation <sup>(b)</sup>	5,392,947
1,601,039	MZT Holdings, Inc. <sup>(b) (c)</sup>	54,435
1,846,154	MZT Holdings, Inc. warrants (Restricted, expiration 1/17/11) <sup>(a) (b) (c)</sup>	0
952,381	MZT Holdings, Inc. warrants (Restricted, expiration 1/22/12) <sup>(a) (b) (c)</sup>	0
46	Zyomyx, Inc. (Restricted) <sup>(a) (b)</sup>	12
		8,702,090
<b>Generic Pharmaceuticals - 9.7%</b>		
1,327,905	Akorn, Inc. <sup>(b)</sup>	5,364,736
108,889	Akorn, Inc. warrants (Restricted, expiration 3/08/11) <sup>(a) (b)</sup>	41,378
160,953	Impax Laboratories, Inc. <sup>(b)</sup>	3,186,869
250,036	Mylan, Inc. <sup>(b)</sup>	4,703,177
60,245	Perrigo Company	3,868,934
135,629	Teva Pharmaceutical Industries, Ltd. <sup>(f)</sup>	7,154,430
		24,319,524
<b>Healthcare Services - 4.8%</b>		
311,900	Addus HomeCare Corporation <sup>(b)</sup>	1,244,481
55,910	Aetna, Inc.	1,767,315
148,148	Aveta, Inc (Restricted) <sup>(a) (g)</sup>	1,481,480
175,788	Pharmaceutical Product Development, Inc.	4,357,784
36,417	VCA Antech, Inc. <sup>(b)</sup>	768,035
44,450	WellPoint, Inc. <sup>(b)</sup>	2,517,648
		12,136,743
<b>Medical Devices and Diagnostics - 12.3%</b>		
122,594	Alere, Inc. <sup>(b)</sup>	3,791,832
255,972	Align Technology, Inc. <sup>(b)</sup>	5,011,932
57,493	Gen-Probe, Inc. <sup>(b)</sup>	2,786,111
237,544	Hologic, Inc. <sup>(b)</sup>	3,803,079
59,121	IDEXX Laboratories, Inc. <sup>(b)</sup>	3,648,948
167,027	Illumina, Inc. <sup>(b) (h)</sup>	8,217,728
130,000	Masimo Laboratories, Inc. (Restricted) <sup>(a) (b)</sup>	78,781
447,080	Medwave, Inc. <sup>(b)</sup>	894
111,770	Medwave, Inc. warrants (Restricted, expiration 8/21/11) <sup>(a) (b)</sup>	0
81,565	Myriad Genetics, Inc. <sup>(b)</sup>	1,338,482
62,005	OmniSonic Medical Technologies, Inc. (Restricted) <sup>(a) (b)</sup>	62

The accompanying notes are an integral part of these financial statements.

9

---

**H&Q LIFE SCIENCES INVESTORS****SCHEDULE OF INVESTMENTS**

SEPTEMBER 30, 2010

(continued)

SHARES	Medical Devices and Diagnostics - continued	VALUE
43,197	Stryker Corporation	\$ 2,162,010
		30,839,952
	<b>Pharmaceuticals - 6.1%</b>	
88,431	Forest Laboratories, Inc. <sup>(b)</sup>	2,735,171
95,439	Pharmasset, Inc. <sup>(b)</sup>	2,815,451
55,929	Shire plc <sup>(f)</sup>	3,762,903
526,000	Somaxon Pharmaceuticals, Inc. <sup>(b)</sup>	2,046,140
175,694	Warner Chilcott plc	3,942,573
		15,302,238
	<b>TOTAL COMMON STOCKS AND WARRANTS</b>	
	(Cost \$225,246,173)	213,647,444
PRINCIPAL AMOUNT	SHORT-TERM INVESTMENTS - 6.5%	
	General Electric Capital Corp. Commercial Paper, 0.12% due 10/12/10 Repurchase Agreement, State Street Bank and Trust Co., repurchase value \$11,566,002 (collateralized by U.S. Treasury Bill 2.5%, 04/30/15, market value \$11,799,114); 0.01% due 10/01/10	4,899,821
\$ 4,900,000		11,566,000
	<b>TOTAL SHORT-TERM INVESTMENTS</b>	16,465,821
	(Cost \$16,465,821)	
	<b>TOTAL INVESTMENTS BEFORE MILESTONE INTEREST AND OUTSTANDING OPTIONS WRITTEN - 99.9%</b>	
	(Cost \$274,408,246)	251,114,397
INTEREST	MILESTONE INTEREST - 1.7%	
	<b>Biotechnologies/Biopharmaceuticals - 1.7%</b>	
1	Targegen Milestone Interest (restricted) <sup>(a)(b)</sup>	4,325,927
	<b>TOTAL MILESTONE INTEREST</b>	4,325,927

The accompanying notes are an integral part of these financial statements.

**H&Q LIFE SCIENCES INVESTORS****SCHEDULE OF INVESTMENTS**

SEPTEMBER 30, 2010

(continued)

NUMBER OF CONTRACTS (100 SHARES EACH)	CALL OPTION CONTRACTS WRITTEN - 0.0%	VALUE
131	Illumina, Inc., strike @ 50, expires Oct - 2010	(\$ 10,480)
	<b>TOTAL CALL OPTION CONTRACTS WRITTEN</b>	
	(Premiums received \$19,400)	(10,480)
	<b>TOTAL INVESTMENTS NET OF OUTSTANDING OPTIONS WRITTEN - 101.6%</b>	
	(Cost \$274,388,846)	255,429,844
	<b>OTHER LIABILITIES IN EXCESS OF ASSETS - (1.6)%</b>	(4,001,325)
	<b>NET ASSETS - 100%</b>	<b>\$ 251,428,519</b>

(a) Security fair valued.

(b) Non-income producing.

(c) Affiliated issuers in which the Fund holds 5% or more of the voting securities (total market value of \$7,949,292).

(d) Number of warrants to be determined at a future date.

(e) Foreign security.

(f) American Depositary Receipt.

(g) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers.

(h) A portion of security is pledged as collateral for call options written.

The accompanying notes are an integral part of these financial statements.

**H&Q LIFE SCIENCES INVESTORS****SCHEDULE OF INVESTMENTS**

SEPTEMBER 30, 2010

(continued)

*Other Information*

Financial Accounting Standards Board Accounting Standards Codification No. 820, *Fair Value Measurements and Disclosures*, establishes a three-tier hierarchy to prioritize the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels. Level 1 includes quoted prices in active markets for identical investments. Level 2 includes prices determined using other significant observable inputs (including quoted prices for similar investments, interest rates, credit risk, etc.). Level 3 includes prices determined using significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments). These inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used as of September 30, 2010 to value the Fund's net assets:

Assets at Value	Level 1	Level 2	Level 3	Total
<b>Convertible Securities and Warrants</b>				
Biotechnologies/Biopharmaceuticals			\$ 560,282	\$ 560,282
Drug Discovery Technologies		\$ 11,375	3,184,555	3,195,930
Healthcare Services			3,503,912	3,503,912
Medical Devices and Diagnostics			13,741,008	13,741,008
<b>Common Stocks and Warrants</b>				
Biotechnologies/Biopharmaceuticals	\$ 115,226,879		820	115,227,699
Drug Delivery	7,119,198			7,119,198
Drug Discovery Technologies	8,702,078		12	8,702,090
Generic Pharmaceuticals	24,278,146		41,378	24,319,524
Healthcare Services	10,655,263		1,481,480	12,136,743
Medical Devices and Diagnostics	30,761,016		78,936	30,839,952
Pharmaceuticals	15,302,238			15,302,238
<b>Milestone Interest</b>				
Biotechnologies/Biopharmaceuticals			4,325,927	4,325,927
<b>Short-Term Investments</b>		16,465,821		16,465,821
<b>Other Assets</b>			878,114	878,114
<b>Total</b>	\$ 212,044,818	\$ 16,477,196	\$ 27,796,424	\$ 256,318,438
<b>Liabilities at Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Option Contracts Written	(\$ 10,480)	\$	\$	(\$ 10,480)

The accompanying notes are an integral part of these financial statements.

**H&Q LIFE SCIENCES INVESTORS****SCHEDULE OF INVESTMENTS**

SEPTEMBER 30, 2010

(continued)

*Other Information, continued*

The following is a reconciliation of level 3 assets for which significant unobservable inputs were used to determine fair value. Realized and unrealized gain (loss) disclosed in the reconciliation are included in Net Realized and Unrealized Gain (Loss) on the Statement of Operations.

Level 3 Assets	Balance as of September 30, 2009	Accrued discounts/premiums	Realized gain/(loss) and change in unrealized appreciation (depreciation)	Net purchases/sales	Net transfers in (out of) Level 3	Balance as of September 30, 2010
<b>Convertible Securities and Warrants</b>						
Biotechnologies/ Biopharmaceuticals	\$ 1,811,330		\$ 3,788,294	(\$ 5,039,342)		\$ 560,282
Drug Discovery Technologies	3,184,555					3,184,555
Healthcare Services	3,503,912					3,503,912
Medical Devices and Diagnostics	18,766,961		(3,366,759)	(1,659,194)		13,741,008
<b>Common Stocks and Warrants</b>						
Biotechnologies/ Biopharmaceuticals	187,738		168,324	(355,242)		820
Drug Delivery	185,548		89,781	(275,329)		
Drug Discovery Technologies	25,442		(25,430)			12
Generic Pharmaceuticals	16,333		25,045			41,378
Healthcare Services	1,481,480					1,481,480
Medical Devices and Diagnostics	56,419		22,517			78,936
<b>Milestone Interests</b>						
Biotechnologies/ Biopharmaceuticals			251,398	4,074,529		4,325,927
Other Assets	618,509		429,443	(169,838)		878,114
Total Level 3 Liabilities	\$ 29,838,227		\$ 1,382,613	(\$ 3,424,416)		\$ 27,796,424
Option Contracts Written	\$	\$	\$ 148,937	(\$ 148,937)	\$	\$
						(\$ 3,370,438)

## Edgar Filing: H&Q LIFE SCIENCES INVESTORS - Form N-CSR

Net change in unrealized appreciation (depreciation) from  
investments still held as of September 30, 2010

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Valuation Measurements* (ASU 2010-06). ASU 2010-06 requires new disclosures regarding transfers in and out of Levels 1 and 2 effective for interim and annual reporting periods beginning after December 15, 2009. For the period ending September 30, 2010, there were no transfers between Levels 1 and 2. ASU 2010-06 will also require additional details regarding Level 3 transaction activity effective for interim and annual periods beginning after December 15, 2010. Management is currently evaluating the impact it will have on its financial statements.

The accompanying notes are an integral part of these financial statements.

13

---

**H&Q LIFE SCIENCES INVESTORS****STATEMENT OF ASSETS AND LIABILITIES**

SEPTEMBER 30, 2010

<b>ASSETS:</b>	
Investments in unaffiliated issuers, at value (cost \$262,283,059)	\$ 243,165,105
Investments in affiliated issuers, at value (cost \$12,125,187)	7,949,292
Milestone Interest, at value	4,325,927
Cash	308
Dividends and interest receivable	68,296
Receivable for investments sold	392,098
Prepaid expenses	1,355
Other assets (See Note 4)	878,114
Total assets	256,780,495
<b>LIABILITIES:</b>	
Payable for investments purchased	4,805,118
Accrued advisory fee	225,490
Accrued shareholder reporting fees	55,771
Accrued trustee fees	4,780
Options written, at value (premium received \$19,400)	10,480
Accrued other	250,337
Total liabilities	5,351,976
<b>NET ASSETS</b>	<b>\$ 251,428,519</b>
<b>SOURCES OF NET ASSETS:</b>	
Shares of beneficial interest, par value \$.01 per share, unlimited number of shares authorized, amount paid in on 21,842,141 shares issued and outstanding	\$ 271,945,790
Accumulated net realized gain on investments, milestone interest and options	2,516,260
Net unrealized loss on investments, milestone interest and options	(23,033,531)
Total net assets (equivalent to \$11.51 per share based on 21,842,141 shares outstanding)	\$ 251,428,519

The accompanying notes are an integral part of these financial statements.



**H&Q LIFE SCIENCES INVESTORS****STATEMENT OF OPERATIONS**

YEAR ENDED SEPTEMBER 30, 2010

<b>INVESTMENT INCOME:</b>	
Dividend income (net of foreign tax of \$16,876)	\$ 1,771,828
Interest income	50,748
Total investment income	1,822,576
<b>EXPENSES:</b>	
Advisory fees	2,849,028
Legal fees	185,447
Trustees' fees and expenses	184,672
Administration and auditing fees	167,262
Custodian fees	99,673
Shareholder reporting	94,438
Transfer agent fees	36,890
Other (see Note 2)	165,332
Total expenses	3,782,742
Net investment loss	(1,960,166)
<b>REALIZED AND UNREALIZED GAIN (LOSS):</b>	
Net realized gain on:	
Investments in unaffiliated issuers	12,942,911
Closed or expired option contracts written	488,755
Net realized gain	13,431,666
Change in unrealized appreciation (depreciation) on:	
Investments in unaffiliated issuers	1,515,051
Investments in affiliated issuers	(3,053,701)
Milestone interest	251,398
Option contracts written	8,920
Change in unrealized appreciation (depreciation)	(1,278,332)
Net realized and unrealized gain (loss)	12,153,334
Net increase in net assets resulting from operations	\$ 10,193,168

The accompanying notes are an integral part of these financial statements.

**H&Q LIFE SCIENCES INVESTORS****STATEMENTS OF CHANGES IN NET ASSETS**

	Year ended September 30, 2010	Year ended September 30, 2009
<b>NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS:</b>		
Net investment loss	(\$ 1,960,166)	(\$ 3,152,783)
Net realized gain	13,431,666	285,197
Change in net unrealized appreciation (depreciation)	(1,278,332)	(18,806,457)
Net increase (decrease) in net assets resulting from operations	10,193,168	(21,674,043)
<b>DISTRIBUTIONS TO SHAREHOLDERS FROM:</b>		
Net realized capital gains	(6,272,293)	(2,046,323)
Return of capital (tax basis)		(12,491,241)
Total distributions	(6,272,293)	(14,537,564)
<b>CAPITAL SHARE TRANSACTIONS:</b>		
Fund shares repurchased (390,499 and 0 shares, respectively)	(3,795,325)	
Reinvestment of distributions (282,420 and 865,405 shares, respectively)	2,719,510	6,974,830
Total capital share transactions	(1,075,815)	6,974,830
Net increase (decrease) in net assets	2,845,060	(29,236,777)
<b>NET ASSETS:</b>		
Beginning of year	248,583,459	277,820,236
End of year	\$ 251,428,519	\$ 248,583,459

The accompanying notes are an integral part of these financial statements.

**H&Q LIFE SCIENCES INVESTORS****STATEMENT OF CASH FLOWS**

YEAR ENDED SEPTEMBER 30, 2010

<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>	
Purchases of portfolio securities	\$ (147,952,576)
Purchases to close option contracts written	(102,716)
Net maturities of short-term investments	2,266,532
Sales of portfolio securities	148,987,785
Proceeds from option contracts written	815,537
Interest income received	15,313
Dividend income received	1,762,553
Other operating receipts (expenses paid)	(3,919,792)
Net cash provided from operating activities	1,872,636
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>	
Cash distributions paid	(3,552,783)
Fund shares repurchased	(3,795,325)
Net cash used for financing activities	(7,348,108)
<b>NET DECREASE IN CASH</b>	<b>(5,475,472)</b>
<b>CASH AT BEGINNING OF YEAR</b>	<b>5,475,780</b>
<b>CASH AT END OF YEAR</b>	<b>\$ 308</b>
<b>RECONCILIATION OF NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS TO NET CASH PROVIDED FROM OPERATING ACTIVITIES:</b>	
Net increase in net assets resulting from operations	\$ 10,193,168
Purchases of portfolio securities	(147,952,576)
Purchases to close options written	(102,716)
Net sales of short-term investments	2,266,532
Sales of portfolio securities	148,987,785
Proceeds from option contracts written	815,537
Accretion of discount	(6,253)
Net realized gain on investments and options	(13,431,666)
Increase in net unrealized appreciation (depreciation) on investments and options	1,278,332
Increase in dividends and interest receivable	(38,458)
Increase in accrued expenses	68,982
Increase in prepaid expenses and other assets	(206,031)
Net cash provided from operating activities	\$ 1,872,636

Noncash financing activities not included herein consist of reinvested distributions to shareholders of \$2,719,510.

Noncash operating activity not included herein consists of corporate actions of \$113,676.

The accompanying notes are an integral part of these financial statements.



## H&Q LIFE SCIENCES INVESTORS

### FINANCIAL HIGHLIGHTS

Years ended September 30,

	2010	2009	2008	2007	2006
<b>OPERATING PERFORMANCE FOR A SHARE</b>					
<b>OUTSTANDING THROUGHOUT EACH YEAR</b>					
Net asset value per share, Beginning of year	\$ 11.32	\$ 13.18	\$ 15.34	\$ 13.94	\$ 18.19
Net investment loss (1)	(0.09)(3)	(0.15)	(0.14)	(0.09)	(0.10)(2)
Net realized and unrealized gain (loss)	0.53	(1.03)	(0.87)	2.63	(2.10)
Total increase (decrease) from investment operations	0.44	(1.18)	(1.01)	2.54	(2.20)
Distributions to shareholders from:					
Net realized capital gain	(0.29)	(0.10)	(1.15)	(1.14)	(2.05)
Return of capital (tax basis)		(0.58)			
Total distributions	(0.29)	(0.68)	(1.15)	(1.14)	(2.05)
Increase resulting from shares repurchased (1)	0.04				
Net asset value per share, End of year	\$ 11.51	\$ 11.32	\$ 13.18	\$ 15.34	\$ 13.94
Per share market value, End of year	\$ 9.59	\$ 9.23	\$ 10.62	\$ 13.53	\$ 13.29
Total investment return at market value	7.05%	(5.56%)	(13.52%)	10.56%	(9.95%)
<b>RATIOS AND SUPPLEMENTAL DATA</b>					
Net assets, end of year (in millions)	\$ 251	\$ 249	\$ 278	\$ 308	\$ 268
Ratio of expenses to average net assets	1.52%	1.58%	1.56%	1.60%	1.74%
Ratio of net investment loss to average net assets	(0.79%)(3)	(1.38%)	(0.99%)	(0.60%)	(0.64%)(2)
Portfolio turnover rate	57.45%	82.88%	73.89%	112.69%	49.90%

(1) Computed using average shares outstanding.

(2) Includes a special dividend from an issuer in the amount of \$0.10 per share. Excluding the special dividend, the ratio of net investment loss to average net assets would have been (1.27%).

(3) Includes a special dividend from an issuer in the amount of \$0.06 per share. Excluding the special dividend, the ratio of net investment loss to average net assets would have been (1.28%).

The accompanying notes are an integral part of these financial statements.

## H&Q LIFE SCIENCES INVESTORS

### NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2010

#### *(1) Organization and Significant Accounting Policies*

H&Q Life Science Investors (the Fund) is a Massachusetts business trust registered under the Investment Company Act of 1940 as a diversified closed-end management investment company. The Fund's investment objective is long-term capital appreciation through investment in the life sciences industry (including biotechnology, pharmaceutical, diagnostics, managed healthcare and medical equipment, hospitals, healthcare information technology and services, devices and supplies), agriculture and environmental management. The Fund invests primarily in securities of public and private companies that are believed to have significant potential for above-average growth.

The preparation of these financial statements requires the use of certain estimates by management in determining the Fund's assets, liabilities, revenues and expenses. Actual results could differ from these estimates. The following is a summary of significant accounting policies consistently followed by the Fund, which are in conformity with accounting principles generally accepted in the United States of America. Events or transactions occurring after September 30, 2010 through the date that the financial statements were issued have been evaluated in the preparation of the financial statements.

#### *Investment Valuation*

Investments traded on national securities exchanges or in the over-the-counter market that are National Market System securities are valued at the last sale price or, lacking any sales, at the mean between the last bid and asked prices. Other over-the-counter securities are valued at the most recent bid prices as obtained from one or more dealers that make markets in the securities. Publicly traded investments for which market quotations are not readily available or whose quoted price may otherwise not reflect fair value, the fair value of convertible preferred, warrants or convertible note interests in private companies, milestone interests and other restricted securities are valued in good faith by Hambrecht & Quist Capital Management LLC (the Adviser) pursuant to valuation policies and procedures approved by the Trustees. Such values are subject to regular oversight and ratification by the Trustees. Because of the uncertainty of fair valuations, these estimated values may differ significantly from the values that would have been used had a ready market for these securities existed, and the differences could be material. Each such fair value determination is based on a consideration of relevant factors. Factors the Adviser considers may include (i) the existence of any contractual restrictions on the disposition of securities; (ii) information obtained from the issuer, which may include an analysis of the company's financial statements, the company's products or intended markets or the company's technologies; (iii) the price of a security negotiated at arm's length in an issuer's completed subsequent round of financing; (iv) the price and extent of public trading in similar securities of the issuer or of comparable companies; or (v) a probability and time value adjusted analysis of contractual terms. Publicly traded warrants are valued using the Black-Scholes model, which incorporates both observable and unobservable inputs. Short-term investments with maturity of 60 days or less are valued at amortized cost, which approximates fair value.

#### *Options on Securities*

An option contract is a contract in which the writer (seller) of the option grants the buyer of the option, upon payment of a premium, the right to purchase from (call option) or sell to (put option) the writer a designated instrument at a specified price within a specified period of time.

**H&Q LIFE SCIENCES INVESTORS****NOTES TO FINANCIAL STATEMENTS***SEPTEMBER 30, 2010*

(continued)

Certain options, including options on indices, will require cash settlement by the Fund if the option is exercised. The Fund may enter into option contracts in order to hedge against potential adverse price movements in the value of portfolio assets; as a temporary substitute for selling selected investments; to lock in the purchase price of a security or currency which it expects to purchase in the near future; as a temporary substitute for purchasing selected investments; and to enhance potential gain.

The Fund's obligation under an exchange traded written option or investment in an exchange-traded purchased option are valued at the last sale price or in the absence of a sale, the mean between the closing bid and asked prices. Gain or loss is recognized when the option contract expires, is exercised or is closed.

If the Fund writes a covered call option, the Fund foregoes, in exchange for the premium, the opportunity to profit during the option period from an increase in the market value of the underlying security above the exercise price. If the Fund writes a put option it accepts the risk of a decline in the market value of the underlying security below the exercise price. Over-the-counter options have the risk of the potential inability of counterparties to meet the terms of their contracts. The Fund's maximum exposure to purchased options is limited to the premium initially paid. In addition, certain risks may arise upon entering into option contracts including the risk that an illiquid secondary market will limit the Fund's ability to close out an option contract prior to the expiration date and that a change in the value of the option contract may not correlate exactly with changes in the value of the securities or currencies hedged.

All options on securities and securities indices written by the Fund are required to be covered. When the Fund writes a call option, this means that during the life of the option the Fund may own or have the contractual right to acquire the securities subject to the option or may maintain with the Fund's custodian in a segregated account appropriate liquid securities in an amount at least equal to the market value of the securities underlying the option. When the Fund writes a put option, this means that the Fund will maintain with the Fund's custodian in a segregated account appropriate liquid securities in an amount at least equal to the exercise price of the option. The Fund may use option contracts to gain or hedge exposure to financial market risk.

Transactions in call options written for the year ended September 30, 2010 were as follows:

	Contracts	Premiums
Options outstanding, September 30, 2009		
Options written	8,207	\$ 815,537
Options terminated in closing purchase transactions	(1,807)	(189,264)
Options exercised	(2,064)	(204,665)
Options expired	(4,205)	(402,208)
Options outstanding, September 30, 2010	131	\$ 19,400

**H&Q LIFE SCIENCES INVESTORS****NOTES TO FINANCIAL STATEMENTS**

SEPTEMBER 30, 2010

(continued)

Derivatives not accounted for as hedging instruments under ASC 815	Statement of Assets and Liabilities Location	Statement of Operations Location
Equity Contracts	Liabilities, Options written, at value	Net realized gain on investments in unaffiliated issuers
	\$10,480	\$969,834
		Net realized gain on closed or expired option contracts written
		\$488,755
		Change in unrealized appreciation (depreciation) on investments in unaffiliated issuers
		Change in unrealized appreciation (depreciation) on option contracts written
		\$8,920

*Milestone Interest*

The Fund holds a derivative instrument which reflects the current value of future milestone payments the Fund may receive as a result of contractual obligations from other parties. The value of such payments are adjusted to reflect the estimated risk with the relative uncertainty of both the timing and achievement of individual milestones. The milestone interest was received as part of the proceeds from the sale of TargeGen, Inc.

The following is a summary of the impact of the one milestone interest on the financial statements as of and for the year ended September 30, 2010:

Statement of Assets and Liabilities, Milestone interest, at value	\$ 4,325,927
Statement of Assets and Liabilities, Net unrealized gain on investments, milestone interest and options	\$ 251,398
Statement of Operations, Net realized gain	\$ 0
Statement of Operations, Change in unrealized appreciation (depreciation) on milestone interest	\$ 251,398

*Other Assets*

Other assets in the Statement of Assets and Liabilities consists of amounts due in connection with investments in three private companies.

*Investment Transactions and Income*

Investment transactions are recorded on a trade date basis. Gains and losses from sales of investments are recorded using the "identified cost" method. Interest income is recorded on the accrual basis, adjusted for amortization of premiums and accretion of discounts. Dividend income is recorded on the ex-dividend date.

The aggregate cost of purchases and proceeds from sales of investment securities (other than short-term investments) for the year ended year ended September 30, 2010 totaled \$135,624,901 and \$143,392,051, respectively.





## H&Q LIFE SCIENCES INVESTORS

### NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2010

(continued)

#### *Repurchase Agreements*

In managing short-term investments the Fund may from time to time enter into transactions in repurchase agreements. In a repurchase agreement, the Fund's custodian takes possession of the underlying collateral securities, the market value of which is at least equal to the principal, including accrued interest, of the repurchase transaction at all times. In the event of default or bankruptcy by the other party to the agreement, realization and/or retention of the collateral by the Fund may be delayed or limited.

#### *Distribution Policy*

Pursuant to a Securities and Exchange Commission exemptive order, the Fund has implemented a fixed distribution policy (the Policy) that permits the Fund to make quarterly distributions at a rate set by the Board of Trustees. Under the Policy the Fund made quarterly distributions at a rate of 1.25% of the Fund's net assets to shareholders of record during fiscal year 2010. Effective November 1, 2010, the Board of Trustees increased the distribution rate to 2% of net assets each quarter. The Fund intends to use net realized capital gains when making quarterly distributions, if available, but the Policy would result in a return of capital to shareholders if the amount of the distribution exceeds the Fund's net investment income and realized capital gains. Under the Policy realized capital gains in excess of the total distributed would be included in the December distribution. The Board of Trustees suspended the Policy on August 4, 2009 and reinstated the Policy on April 5, 2010. Prior to August 4, 2009, the Fund made quarterly distributions at a rate of 2% of the Fund's net assets. The Policy has been established by the Board of Trustees and may be changed by them without shareholder approval. The Board regularly reviews the Policy and the distribution rate considering the purpose and effect of the Policy, the financial market environment, and the Fund's income, capital gains and capital available to pay distributions.

The Fund's policy is to declare distributions in stock. The distributions are automatically paid in newly-issued full shares of the Fund plus cash in lieu of any fraction of a share, unless otherwise instructed by the shareholder. The Fund's transfer agent delivers an election card and instructions to each registered shareholder in connection with each distribution. For shareholders other than registered shareholders with book entry accounts at the Fund's transfer agent, fractional shares will generally be settled in cash. The number of shares issued will be determined by dividing the dollar amount of the distribution by the lower of net asset value or market price on the pricing date. If a shareholder elects to receive a distribution in cash, rather than in shares, the shareholder's relative ownership in the Fund will be reduced. The shares will be valued at the lower of the net asset value or market price on the pricing date. Distributions in stock will not relieve shareholders of any federal, state or local income taxes that may be payable on such distributions.

#### *Share Repurchase Program*

In September 2009, the Trustees authorized a share repurchase program to allow the Fund to repurchase up to 10% of its outstanding shares for a one year period beginning October 9, 2009. The share repurchase program was intended to enhance shareholder value and potentially reduce the discount between the market price of the Fund's shares and the Fund's net asset value. On April 5, 2010, the Trustees terminated the share repurchase program.

**H&Q LIFE SCIENCES INVESTORS****NOTES TO FINANCIAL STATEMENTS**

SEPTEMBER 30, 2010

(continued)

During the year ended September 30, 2010, the Fund repurchased 390,499 shares at a total cost of \$3,795,325. The weighted average discount per share between the cost of repurchase and the net asset value applicable to such shares at the date of repurchase was 18.06%.

*Federal Taxes*

It is the Fund's policy to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute to its shareholders substantially all of its taxable income and its net realized capital gains, if any. Therefore, no Federal income or excise tax provision is required.

As of September 30, 2010, the Fund had no uncertain tax positions that would require financial statement recognition or disclosure. The Fund's federal tax returns are subject to examination by the Internal Revenue Service for a period of three years.

*Distributions*

The Fund records all distributions to shareholders from net investment income and realized gains, if any, on the ex-dividend date. Such distributions are determined in conformity with income tax regulations, which may differ from accounting principles generally accepted in the United States of America. These differences include temporary and permanent differences from losses on wash sale transactions, installment sale adjustment and net operating losses. Reclassifications are made to the Fund's capital accounts to reflect income and gains available for distribution under income tax regulations.

The tax basis components of distributable earnings and the tax cost as of September 30, 2010 were as follows:

Cost of investments for tax purposes	\$ 280,538,376
Gross tax unrealized appreciation	\$ 28,401,353
Gross tax unrealized depreciation	( \$53,499,405)
Net tax unrealized depreciation on investments	( \$25,098,052)
Undistributed long-term capital gain	\$ 4,571,862

The Fund has designated the distributions for its taxable years ended September 30, 2010 and 2009 as follows:

Distributions paid from:	2010	2009
Ordinary income		
Long-term capital gain	\$ 6,272,293	\$ 2,046,323
Tax return of capital		\$ 12,491,241

*Statement of Cash Flows*

The cash amount shown in the Statement of Cash Flows is the amount included in the Fund's Statement of Assets and Liabilities and represents cash on hand at its custodian and does not include short-term investments at September 30, 2010.

*Indemnifications*

Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure



## H&Q LIFE SCIENCES INVESTORS

### NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2010

(continued)

under these agreements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on experience, the Fund expects the risk of loss to be remote.

#### (2) Investment Advisory and Other Affiliated Fees

The Fund has entered into an Investment Advisory Agreement (the Advisory Agreement) with the Adviser. Pursuant to the terms of the Advisory Agreement, the Fund pays the Adviser a monthly fee at the rate when annualized of (i) 2.50% of the average net assets for the month of its venture capital and other restricted securities up to 25% of net assets and (ii) for all other assets, 0.98% of the average net assets up to \$250 million, 0.88% of the average net assets for the next \$250 million, 0.80% of the average net assets for the next \$500 million and 0.70% of the average net assets thereafter. The aggregate fee would not exceed a rate when annualized of 1.36% (1.375% prior to July 1, 2009).

The Fund has entered into a Services Agreement (the Agreement) with the Adviser. Pursuant to the terms of the Agreement, the Fund reimburses the Adviser for certain services related to a portion of the payment of salary and provision of benefits to the Fund's Chief Compliance Officer. During the year ended September 30, 2010 these payments amounted to \$53,652 and are included in the Other category in the Statement of Operations, together with insurance expenses and other expenses incurred to unaffiliated entities. Expenses incurred pursuant to the Agreement as well as certain other expenses paid for by the Adviser are allocated in an equitable fashion as approved by the Board of the Fund.

The Fund pays compensation to Independent Trustees in the form of a retainer, attendance fees, and additional compensation to Board and Committee chairpersons. The Fund does not pay compensation directly to Trustees or officers of the Fund who are also officers of the Adviser.

#### (3) Other Transactions with Affiliates

An affiliate company is a company in which the Fund holds 5% or more of the voting securities. Transactions with such companies during the year ended September 30, 2010 were as follows:

Issuer	Value on October 1, 2009	Purchases	Sales	Income	Value on September 30, 2010
Agilix Corporation	\$ 94,540	\$	\$	\$	\$ 94,540
Concentric Medical, Inc.	5,306,510				2,759,385
MZT Holdings, Inc.	48,031				54,435
Palyon Medical Corporation	2,050,000				1,537,020
PHT Corporation	3,503,912				3,503,912
	\$ 11,002,993	\$	\$	\$	\$ 7,949,292

#### (4) Private Companies and Other Restricted Securities

The Fund may invest in private companies and other restricted securities if these securities would currently comprise 40% or less of net assets. The value of these securities represents 11% of the Fund's net assets at September 30, 2010.

At September 30, 2010, the Fund had a commitment of approximately \$1,623,000 relating to an additional investment in a private company.

**H&Q LIFE SCIENCES INVESTORS****NOTES TO FINANCIAL STATEMENTS**

SEPTEMBER 30, 2010

(continued)

The following table details the acquisition date, cost, carrying value per unit, and value of the Fund's private companies and other restricted securities at September 30, 2010. The Fund on its own does not have the right to demand that such securities be registered.

Security (i)	Acquisition Date	Cost	Carrying Value per Unit	Value
<b>Agilix Corporation</b>				
Series B Cvt. Pfd.	11/08/01	\$ 1,663,667	\$ 0.06	\$ 94,540
<b>Akorn, Inc.</b>				
Warrants (expiration 3/08/11)	3/07/06	0	0.38	41,378
<b>Athersys, Inc.</b>				
Warrants (expiration 6/08/12)	6/07/07	0	0.01	820
<b>Aveta, Inc.</b>				
Common	12/21/05	2,003,155	10.00	1,481,480
<b>CardioKinetix, Inc.</b>				
Series C Cvt. Pfd.	5/22/08	1,645,087	0.69	1,640,000
Cvt. Promissory Notes	12/10/09 - 9/01/10	496,989	1.00	492,165
Warrants (expiration 12/11/19)	12/10/09, 2/11/10	123	0.00	0
Warrants (expiration 6/03/20)	6/03/10, 9/01/10	123	0.00	0
<b>Ceres, Inc.</b>				
Series C Cvt. Pfd.	12/23/98	1,000,950	6.50	1,625,000
Series C-1 Cvt. Pfd.	3/31/01	74,339	6.50	139,503
Series D Cvt. Pfd.	3/14/01	1,046,887	6.50	1,141,010
Series F Cvt. Pfd.	9/05/07	186,335	6.50	184,502
Warrants (expiration 9/05/15)	9/05/07	0	0.00	0
<b>Concentric Medical, Inc.</b>				
Series B Cvt. Pfd.	5/07/02, 1/24/03	2,220,659	0.52	1,682,352
Series C Cvt. Pfd.	12/19/03	1,000,545	0.52	604,651
Series D Cvt. Pfd.	9/30/05	638,671	0.52	236,773
Series E Cvt. Pfd.	12/18/08	455,177	0.52	235,609
<b>Elemé Medical, Inc.</b>				
Series C Cvt. Pfd.	7/15/08	2,260,641	0.54	644,628
Subordinated Cvt. Promissory Notes	12/18/09 - 6/04/10	533,868	1.00	525,908
<b>Euthymics Biosciences, Inc.</b>				
Cvt. Pfd.	7/14/10, 9/17/10	432,403	0.98	427,074
<b>Interlace Medical, Inc.</b>				
Series C Cvt. Pfd.	6/10/09	1,440,459	1.10	1,435,000
<b>Labcyte, Inc.</b>				
Series C Cvt. Pfd.	7/18/05	1,283,262	0.52	1,280,000
<b>MacroGenics, Inc.</b>				
Series D Cvt. Pfd.	9/04/08	668,364	0.65	133,208
Series D Cvt. Pfd. 18 Month Lock-up	9/04/08	210,499	0.00	0

Edgar Filing: H&Q LIFE SCIENCES INVESTORS - Form N-CSR

Magellan Biosciences, Inc.				
Series A Cvt. Pfd.	11/28/06 - 5/12/09	2,166,424	1.00	2,161,090
Warrants (expiration 4/01/19)	4/03/09	0	0.00	0
Warrants (expiration 5/06/19)	5/12/09	0	0.00	0
Masimo Laboratories, Inc.				
Common	3/31/98	0	0.61	78,781
Medwave, Inc.				
Warrants (expiration 8/21/11)	8/21/06	0	0.00	0
MZT Holdings, Inc.				
Warrants (expiration 1/17/11)	1/17/06	0	0.00	0
Warrants (expiration 1/22/12)	1/21/06	0	0.00	0
OmniSonics Medical Technologies, Inc.				
Series A-1 Cvt. Pfd.	10/01/03	1,201,037	0.001	1,031
Series B-1 Cvt. Pfd.	6/04/07, 11/15/07	668,067	0.001	877
Common	5/24/01, 7/02/07	1,606,361	0.001	62

**H&Q LIFE SCIENCES INVESTORS****NOTES TO FINANCIAL STATEMENTS**

SEPTEMBER 30, 2010

(continued)

Security (i)	Acquisition Date	Cost	Carrying Value per Unit	Value
<b>Palyon Medical Corporation</b>				
Series A Cvt. Pfd.	4/28/09	\$ 2,062,094	\$ 0.16	\$ 1,537,020
<b>PHT Corporation</b>				
Series D Cvt. Pfd.	7/23/01	2,803,841	0.78	2,800,000
Series E Cvt. Pfd.	9/12/03-10/14/04	627,472	0.78	626,337
Series F Cvt. Pfd.	7/21/08	81,720	0.78	77,575
<b>Songbird Hearing, Inc.</b>				
Common	12/14/00	2,003,239	0.67	93
<b>TargeGen</b>				
Milestone Interest	7/20/10	4,074,529	4,325,927.00	4,325,927
<b>TherOx, Inc.</b>				
Series H Cvt. Pfd.	9/11/00	2,001,787	1.66	72,122
Series I Cvt. Pfd.	7/08/05	386,640	1.66	165,293
Warrants (expiration 1/26/11)	1/26/05	0	0.00	0
Warrants (expiration 2/06/11)	6/09/04	0	0.00	0
<b>Xoft, Inc.</b>				
Series D Cvt. Pfd.	3/23/07	2,055,919	0.74	474,063
Series E Cvt. Pfd.	6/20/08	411,757	0.74	90,838
Cvt. Promissory Note	6/12/09	415,686	1.00	410,000
Cvt. Promissory Note	7/1/10, 8/17/10	51,588	1.00	51,588
Warrants (expiration 6/12/14)	6/12/09	41	0.00	0
Warrants (expiration 6/30/15)	7/1/10, 8/17/10	5	0.00	0
<b>Zyomyx, Inc.</b>				
Common	2/19/99 - 7/22/04	2,601,013	0.26	12
		\$ 44,481,423		\$ 26,918,310

(i) See Schedule of Investments and corresponding footnotes for more information on each issuer.



**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

*To the Board of Trustees and Shareholders of H&Q Life Sciences Investors:*

We have audited the accompanying statement of assets and liabilities of the H&Q Life Sciences Investors (the "Fund"), including the schedule of investments, as of September 30, 2010, the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of September 30, 2010, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the H&Q Life Sciences Investors as of September 30, 2010, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP  
Boston, Massachusetts  
November 24, 2010

## H&Q LIFE SCIENCES INVESTORS

### TRUSTEES

**H&Q Life Sciences Investors**  
**2 Liberty Square, 9 Floor**  
**Boston, Massachusetts 02109**  
**(617) 772 - 8500**

Name, Address <sup>1</sup> and Date of Birth	Position(s) Held with Fund, Term of Office <sup>2</sup> and Length of Time Served	Principal Occupation(s) During Past 5 Years and Other Directorship Held	Number of Portfolios in Fund Complex Overseen by Trustee
<b>Independent Trustees:</b>			
Rakesh K. Jain, Ph.D. 12/1950	Trustee (since 2007)	Director, Steele Lab of Tumor Biology at Massachusetts General Hospital (since 1991); A.W. Cook Professor of Radiation Oncology at Harvard Medical School (since 1991); Advisory Committee member of Department of Biotechnology, Government of India (since 2004).	2
Lawrence S. Lewin 4/1938	Trustee (since 1987) and Chairman (since 2000)	Self-employed Executive Consultant (since 1999); Formerly, Chief Executive Officer (from 1970-1999) of The Lewin Group (healthcare Public policy and management consulting).	2
Eric Oddleifson 4/1935	Trustee (since 1992)	Consultant, GMO Renewable Resources LLC; Senior Adviser, The Corporate Library (since 2007); Director of the Marjorie Harris Reynolds Foundation (since 1996) and The National Arts & Learning (since 1998).	2
Oleg M. Pohotsky 3/1947	Trustee (since 2000)	Advisor, Board of Advisors Kaufman & Co. LLC (since 2008); Organizer and Incorporator of EmprendMex, not for profit (since 2009); Consultant and Managing Partner, Right Bank Partners (since 2002); Senior Vice President of FAC/Equities, a division of First Albany Corporation (investment bank) (1991-2001).	2
William S. Reardon, CPA 6/1946	Trustee (since 2010)	Director, Idera Pharmaceuticals, Inc (since 2002); Director, Synta Pharmaceuticals, Inc. (since 2004); Retired Partner, PricewaterhouseCoopers LLP (1973-2002); Director, Oscient Pharmaceuticals, Inc. (2003-2010); Board of the Emerging Companies Section of Biotechnology Industry (1998-2000).	2

## H&Q LIFE SCIENCES INVESTORS

### TRUSTEES

(continued)

Name, Address <sup>1</sup> and Date of Birth	Position(s) Held with Fund, Term of Office <sup>2</sup> and Length of Time Served	Principal Occupation(s) During Past 5 Years and Other Directorship Held	Number of Portfolios in Fund Complex Overseen by Trustee
Uwe E. Reinhardt, Ph.D. 9/1937	Trustee (since 1988)	Professor of Economics, Princeton University (since 1968); Director, Boston Scientific Corporation (since 2002); Director, Amerigroup, Inc. (since 2002).	2
Lucinda H. Stebbins, CPA 11/1945	Trustee (Since 2006)	Independent Consultant, Deutsche Bank (since 2004); Director, Deutsche Asset Management (2002-2004); Director, Bald Peak Land Company, Inc. (since 2008); Senior Vice President, Scudder Investments (2002 and prior); Trustee, Massachusetts Hospital School (1997-2008).	2
<b>Interested Trustees:</b>			
Daniel R. Omstead <sup>3</sup> , Ph.D. 7/1953	President (Since 2001); Trustee (Since 2003)	President of H&Q Healthcare Investors (HQH) and the Fund (Since 2001); Trustee of HQH and the Fund Since 2003); President, Chief Executive Officer and Managing Member of Hambrecht & Quist Capital Management LLC (Since 2002); Director, Magellan Biosciences, Inc. (Since 2006); Director, Eleme Medical, Inc. (since 2008); Director, Concentric Medical, Inc. (2003-2007; 2008-present).	2

<sup>1</sup> The Address for each Trustee is c/o the Fund at the Fund's Address as set forth above.

<sup>2</sup> Each Trustee currently is serving a three year term.

<sup>3</sup> Trustee considered to be an "interested person" within the meaning of the Investment Company Act of 1940, as amended (the "1940 Act"), through position or affiliation with the Adviser.

### OFFICERS

Name, Address <sup>1</sup> and Date of Birth	Position(s) Held with Fund, Term of Office <sup>2</sup> and Length of Time Served	Principal Occupation(s) During Past 5 Years
Daniel R. Omstead <sup>3</sup> , Ph.D. 7/1953	President (Since 2001); Trustee (Since 2003)	President of HQH and the Fund (Since 2001); Trustee of HQH and the Fund Since 2003); President, Chief Executive Officer and Managing Member of Hambrecht & Quist Capital Management LLC (Since 2002); Director, Magellan Biosciences, Inc. (Since 2006); Director, Eleme Medical, Inc. (since 2008); Director, Concentric Medical, Inc. (2003-2007; 2008-present).

## H&Q LIFE SCIENCES INVESTORS

### OFFICERS

(continued)

<b>Name, Address<sup>1</sup> and Date of Birth</b>	<b>Position(s) Held with Fund, Term of Office<sup>2</sup> and Length of Time Served</b>	<b>Principal Occupation(s) During Past 5 Years</b>
Laura Woodward, CPA 11/1968	Chief Compliance Officer, Secretary and Treasurer (since May 2009)	Chief Compliance Officer, Secretary and Treasurer, HQH and the Fund (Since May 2009); Chief Compliance Officer and Vice President of Fund Administration, Hambrecht and Quist Capital Management LLC (Since May 2009); Senior Manager, PricewaterhouseCoopers LLP (1990-2009).

<sup>1</sup> The Address for each officer is c/o the Fund at the Fund's Address as set forth above.

<sup>2</sup> Each officer serves in such capacity for an indefinite period of time at the pleasure of the Trustees.

The Fund's Statement of Additional Information includes additional information about the fund Directors and is available without charge, upon request by calling (617) 772-8500 or writing to Hambrecht & Quist Capital Management LLC at Liberty Square, 9th Floor, Boston, MA 02109

## H&Q LIFE SCIENCES INVESTORS

### CERTIFICATIONS

The Fund's President has certified to the New York Stock Exchange (NYSE) that as of July 1, 2010, he was not aware of any violation by the Fund of applicable NYSE corporate governance listing standards. In addition, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and applicable Securities and Exchange Commission (SEC) rules, the Fund's President and Treasurer made quarterly certifications during the fiscal year that were filed with the SEC as exhibits to Form N-CSR and Form N-Q filings and related to the Fund's disclosure in such reports, disclosure controls and procedures and internal control over financial reporting, as required.

### ANNUAL MEETING REPORT

An Annual Meeting of Shareholders was held on June 8, 2010. Shareholders voted to elect three Trustees of the Fund to hold office for the terms described below or until their respective successors shall have been duly elected and qualified. The following votes were cast with respect to each of the nominees:

	For	Withheld
Lawrence S. Lewin	17,758,223	1,905,340
William S. Reardon, CPA	17,603,970	2,059,563
Uwe E. Reinhardt, Ph.D.	17,723,087	1,940,446

Lawrence S. Lewin and Uwe E. Reinhardt, Ph.D. were elected to serve until the 2013 Annual Meeting. William S. Reardon, CPA was elected to serve until the 2011 Annual Meeting. Other Trustees serving until the 2011 Annual Meeting are Eric Oddleifson and Oleg Pohotsky. Trustees serving until the 2012 Annual Meeting are Rakesh K. Jain, Ph.D., Daniel Omstead, Ph.D. and Lucinda H. Stebbins, CPA.

Shareholders ratified the appointment of Deloitte & Touche LLP as the independent registered public accountants of the Fund for the fiscal year ending September 30, 2010 by the following votes:

For	Against	Abstain
18,470,168	982,257	211,108

## **H&Q LIFE SCIENCES INVESTORS**

### **FOR MORE INFORMATION**

A description of the Fund's proxy voting policies and procedures and information on how the Fund voted proxies and relating to portfolio securities during the most recent 12-month period ended June 30, is available (i) without charge, upon request by calling 1-800-451-2597; (ii) by writing to Hambrecht & Quist Capital Management LLC at 2 Liberty Square, 9th Floor, Boston, MA 02109; (iii) on the Fund's website at [www.hqcm.com](http://www.hqcm.com); and (iv) on the SEC's website at <http://www.sec.gov>.

The Fund's complete Schedule of Investments for the first and third quarters of its fiscal year will be filed quarterly with the SEC on Form N-Q. This Schedule of Investments will also be available on the Fund's website at [www.hqcm.com](http://www.hqcm.com), or the SEC's website at <http://www.sec.gov>. The Fund's Form N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC or by calling 1-800-SEC-0330.

### **DISTRIBUTION POLICY**

The Fund has a fixed distribution policy as described in the Notes to Financial Statements. For more information contact your financial adviser.

### **PORTFOLIO MANAGEMENT**

Daniel R. Omstead, Ph.D., Christopher F. Brinzey, M.B.A., Frank Gentile, Ph.D. and Jason C. Akus, M.D./M.B.A. are members of a team that analyzes investments on behalf of the Fund. Dr. Omstead exercises ultimate decision making authority with respect to investments.

This page has been intentionally left blank.

---

This page has been intentionally left blank.

---



This page has been intentionally left blank.

---

This page has been intentionally left blank.

---



## **H&Q LIFE SCIENCES INVESTORS**

New York Stock Exchange Symbol: HQL

2 Liberty Square, 9th Floor  
Boston, Massachusetts 02109  
(617) 772-8500  
www.hqcm.com

### **Officers**

Daniel R. Omstead, Ph.D., President  
Laura Woodward, CPA, Chief Compliance Officer,  
Secretary and Treasurer

### **Trustees**

Rakesh K. Jain, Ph.D.  
Lawrence S. Lewin  
Eric Oddleifson  
Daniel R. Omstead, Ph.D.  
Oleg M. Pohotsky  
Uwe E. Reinhardt, Ph.D.  
Lucinda H. Stebbins, CPA  
William S. Reardon, CPA

### **Investment Adviser**

Hambrecht & Quist Capital Management LLC

### **Administrator & Custodian**

State Street Bank and Trust Company

### **Transfer Agent**

Computershare Shareholder Services, Inc.

### **Legal Counsel**

Dechert LLP

Shareholders with questions regarding share transfers may call

**1-800-426-5523**

Daily net asset value may be obtained from  
our website ([www.hqcm.com](http://www.hqcm.com)) or by calling

**1-800-451-2597**





**Item 2. CODE OF ETHICS.**

- (a) As of the end of the period covered by this report, the Registrant has adopted a code of ethics that applies to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the Registrant or a third party.
- (b) No disclosures are required by this Item.
- (c) During the period covered by this report, the Registrant did not make any substantive amendment to the code of ethics.
- (d) During the period covered by this report, the Registrant did not grant any waiver, including any implicit waiver, from any provision of the code of ethics.
- (e) Not applicable.
- (f) A copy of the Registrant's Code of Ethics is filed as Exhibit 1 to this Form N-CSR. Copies of the Code will also be made available, free of charge, upon request, by writing or calling Hambrecht & Quist Capital Management, LLC at 2 Liberty Square, 9th Floor, Boston, MA 02109, 1-800-451-2597.

**ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.**

The Registrant's Board of Trustees has determined that the Registrant has at least one audit committee financial expert serving on its audit committee. The audit committee financial expert is Oleg M. Pohotsky. He is independent for the purposes of Item 3.

**ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

- (a) **Audit Fees.** The aggregate fees in each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the Registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years were \$92,000 for the fiscal year ended September 30, 2010 and \$74,500 for the fiscal year ended September 30, 2009.
- (b) **Audit Related Fees.** The Registrant was not billed any fees in each of the last two fiscal years ended September 30 for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the Registrant's financial statements and not otherwise included above.

## Edgar Filing: H&Q LIFE SCIENCES INVESTORS - Form N-CSR

(c) Tax Fees. The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning were \$4,500 for the fiscal year ended September 30, 2010 and \$0 for the fiscal year ended September 30, 2009. The nature of the services comprising the fees disclosed under this category was tax compliance.

(d) All Other Fees. The Registrant was not billed any fees in each of the last two fiscal years ended September 30 for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item.

(e) (1) Pre-approval Policies and Procedures.

Pursuant to the Registrant's Audit Committee Charter ( Charter ), the Audit Committee is responsible for approving in advance the firm to be employed as

---



the Registrant's independent auditor. In addition, the Charter provides that the Audit Committee is responsible for approving any and all proposals by the Registrant, its investment adviser or their affiliated persons or any entity controlling, controlled by, or under common control with the adviser that provides services to the Registrant to employ the independent auditor to render permissible non-audit services related directly to the operations and financial reporting of the Registrant. In determining whether to pre-approve non-audit services, the Audit Committee considers whether such services are consistent with the independent auditor's independence. The Charter further permits the Audit Committee to delegate to one or more of its members authority to pre-approve permissible non-audit services to the registrant, provided that any pre-approval determination of a delegate is for services with an estimated budget of less than \$15,000.

(2) All of the services described in each of paragraphs (b) through (d) of this Item were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

(f) N/A.

(g) None.

(h) None.

#### **ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.**

The Registrant has a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act (15 U.S.C. 78c(a)(58)(A)). The members of the Audit Committee are Eric Oddleifson, Oleg M. Pohotsky, Uwe E. Reinhardt and Lucinda H. Stebbins.

#### **ITEM 6. INVESTMENTS.**

The Registrant's Schedule of Investments is included as part of the Report to Shareholders filed under Item 1 of this form.

#### **ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.**

The Registrant has adopted the following proxy voting policies and procedures.

**PROXY VOTING POLICIES AND PROCEDURES**

**Policy**

The following are the policies and procedures adopted and implemented by Hambrecht & Quist Capital Management LLC (the Adviser ) for voting proxies with respect to portfolio securities held by H&Q Healthcare Investors and H&Q Life Sciences Investors (each a Fund and collectively the Funds ). The policies and procedures are reasonably designed to ensure that proxies are voted in the best interest of the Funds and the Funds' shareholders, in accordance with the Adviser's fiduciary duties and Rule 206(4)-6 under the Investment Advisers Act of 1940 (the Investment Advisers Act ). The Adviser considers the best interests of the Funds and their shareholders to mean their best long-term economic interests.

The Adviser shall vote proxies for the exclusive benefit, and in the best economic interest, of the Funds and their shareholders. Such exercise of voting rights shall be subject to the same standard of care as is generally applicable to the Adviser's performance of its duties, as set forth in the advisory agreements with the Funds. The policies and procedures contained herein are designed to be guidelines, however each vote is ultimately cast on a case-by-case basis, taking into consideration the relevant facts and circumstances at the time of the vote. Any material conflicts that may arise will be resolved in the best interests of the Funds and their shareholders.

---

A proxy committee has been designated and is responsible for administering and overseeing the proxy voting process. The committee consists of the President of the Adviser, the Adviser's Chief Compliance Officer ( CCO ), and the analyst responsible for oversight of the company that is the subject of the proxy. The committee considers proxy questions and determines the vote on behalf of the Funds.

### **Procedures**

### **Logistics**

The Adviser's CCO shall be responsible for maintaining the proxy log, monitoring corporate actions and confirming the timely voting of proxies. The proxy log shall contain the following information, in accordance with Form N-PX:

- the name of the issuer;
  
- the exchange ticker symbol, if available;
  
- the CUSIP number, if available;
  
- the shareholder meeting date;
  
- a brief identification of the matter voted on;
  
- whether the matter was proposed by the issuer or a security holder;
  
- whether the Adviser cast its vote on the matter;
  
- how the Adviser cast its vote on the matter (for, against, abstain; for or withhold regarding the election of directors); and

## Edgar Filing: H&Q LIFE SCIENCES INVESTORS - Form N-CSR

- whether the Adviser cast its vote for or against management;

The Adviser's CCO shall also record whether any conflicts of interest have been identified and, if so, what action was taken to resolve the conflict with respect to each vote cast and each abstention.

### **Substantive Voting Decisions**

The Adviser's substantive voting decisions turn on the particular facts and circumstances of each proxy vote. The following is a list of common proxy vote issues and the Adviser's standard considerations when determining how to vote such proxies.

*Routine Matters/Corporate Administrative Items.* After an initial review, the Adviser generally votes with management on routine matters related to the operation of the issuer that are not expected to have a significant economic impact on the issuer and/or its shareholders.

*Potential for Major Economic Impact.* The Adviser reviews and analyzes on a case-by-case basis, non-routine proposals that are more likely to affect the structure and operation of the issuer and to have a greater impact on the value of the investment.

*Corporate Governance.* The Adviser reviews and considers corporate governance issues related to proxy matters and generally supports proposals that foster good corporate governance practices.

*Special Interest Issues.* The Adviser considers: (i) the long-term benefit to shareholders of promoting corporate accountability and responsibility on social issues; (ii) management's responsibility with respect to special interest issues; (iii) any economic costs and restrictions on management; and (iv) the responsibility of the Adviser to vote proxies for the greatest long-term shareholder value.

*Limitations on Director Tenure and Retirement.* The Adviser considers: (i) a reasonable retirement age for directors, e.g. 70 or 72; (ii) the introduction of new perspectives on the board; and (iii) the arbitrary nature of such limitations and the possibility of detracting from the board's stability and continuity.

*Directors' Minimum Stock Ownership.* The Adviser considers: (i) the benefits of additional vested interest; (ii) the ability of a director to serve a company well regardless of the extent of his or her share ownership; and (iii) the impact of limiting the number of persons qualified to be directors.

*D&O Indemnification and Liability Protection.* The Adviser considers: (i) indemnifying directors for acts conducted in the normal course of business; (ii) limiting liability for monetary damages for violating the duty of care; (iii) expanding coverage beyond legal expenses to acts that represent more serious violations of fiduciary obligation than carelessness (e.g. negligence);

and (iv) providing expanded coverage in cases when a director's legal defense was unsuccessful if the director was found to have acted in good faith and in a manner that he or she reasonably believed was in the best interests of the issuer.

*Director Nominations in Contested Elections.* The Adviser considers: (i) long-term financial performance of the issuer relative to its industry; (ii) management's track record; (iii) background to proxy contest; (iv) qualifications of both slates of nominees; (v) evaluations of what each side is offering shareholders as well as the likelihood that the proposed objectives and goals can be met; and (vi) stock ownership positions.

*Cumulative Voting.* The Adviser considers: (i) the ability of significant stockholders to elect a director of their choosing; (ii) the ability of minority shareholders to concentrate their support in favor of a director or directors of their choosing; and (iii) the potential to limit the ability of directors to work for all shareholders.

*Classified Boards.* The Adviser considers: (i) providing continuity; (ii) promoting long-term planning; and (iii) guarding against unwanted takeovers.

*Poison Pills.* The Adviser considers: (i) the Adviser's position on supporting proposals to require a shareholder vote on other shareholder rights plans; (ii) ratifying or redeeming a poison pill in the interest of protecting the value of the issuer; and (iii) other alternatives to prevent a takeover at a price demonstrably below the true value of the issuer.

*Fair Price Provisions.* The Adviser considers: (i) the vote required to approve the proposed acquisition; (ii) the vote required to repeal the fair price provision; (iii) the mechanism for determining fair price; and (iv) whether these provisions are bundled with other anti-takeover measures (e.g., supermajority voting requirements) that may entrench management and discourage attractive tender offers.

*Equal Access.* The Adviser considers: (i) the opportunity for significant shareholders of the issuer to evaluate and propose voting recommendations on proxy proposals and director nominees, and to nominate candidates to the board; and (ii) the added complexity and burden.

*Charitable Contributions.* The Adviser considers: (i) the potential benefits to shareholders; (ii) the potential to detract the issuer's resources from more direct uses of increasing shareholder value; and (iii) the responsibility of shareholders to make individual contributions.

*Stock Authorizations.* The Adviser considers: (i) the need for the increase; (ii) the percentage increase with respect to the existing authorization; (iii) voting rights of the stock; and (iv) overall capitalization structures.

*Preferred Stock.* The Adviser considers: (i) whether the new class of preferred stock has unspecified voting, conversion, dividend distribution, and other rights; (ii) whether the issuer expressly states that the stock will not be used as a takeover defense or carry superior voting rights; (iii) whether the issuer specifies the voting, dividend, conversion, and other rights of such stock and the terms of the preferred stock appear reasonable; and (iv) whether the stated purpose is to raise capital or make acquisitions in the normal course of business.

*Director Compensation.* The Adviser considers: (i) whether director shares are at the same market risk as those of the shareholders; and (ii) how option programs for outside directors compare with the standards of internal programs.

*Golden and Tin Parachutes.* The Adviser considers: (i) whether they will be submitted for shareholder approval; and (ii) the employees covered by the plan and the quality of management.

### **Limitations**

The Adviser may abstain from voting a proxy if it concludes that the effect on shareholders' economic interests or the value of the portfolio holding is indeterminable or insignificant. The Adviser may abstain from voting a proxy if it concludes that the cost of voting is disproportionate to the economic impact the vote would have on the portfolio holdings. With respect to certain privately held companies, the Adviser may not have the opportunity to vote or may have a limitation on its ability to vote. For example, in certain cases a company may be permitted by its charter or other governing documents to take action without a shareholder meeting and with written consent of fewer than all shareholders.

### **Conflicts of Interest**

The Proxy Committee identifies any potential conflicts of interest. Each potential conflict must be addressed in a manner which will be in the best interest of the Funds and their shareholders. If any potential conflict is identified the Proxy Committee consults with the Funds' counsel. Where conflicts of interest arise between clients and the Adviser, the Adviser may convene an ad-hoc committee to debate the conflict and to give a ruling on a preferred course of action. If the ad-hoc committee determines that the

---

Adviser has a conflict of interest in any instance, the Adviser's CCO shall disclose the conflict to the Board and seek voting instructions.

The Adviser may cause the proxies to be voted in accordance with the recommendations of an independent third party service provider that the Adviser may use to assist in voting proxies.

## Disclosure

The following disclosure shall be provided in connection with these policies and procedures:

- The Adviser shall provide a description or a copy of these policies and procedures to the Boards of Trustees of the Funds annually and upon request.
- The Adviser shall make available to the Funds its proxy voting records, for inclusion on the Funds' Form N-PX.
- The Adviser shall include its proxy voting policies and procedures in its annual filing on Form N-CSR.
- The Adviser shall cause the Funds' shareholder reports to include a statement that a copy of these policies and procedures is available upon request (i) by calling a toll-free number; (ii) on the Funds' website, (if the Funds choose); and (iii) on the SEC's website.
- The Adviser shall cause the Funds' annual and semi-annual reports to include a statement that information is available regarding how the Funds voted proxies during the most recent twelve-month period (i) without charge, upon request, either by calling a toll-free number or on or through the Funds' website, or both; and (ii) on the SEC's website.

## Recordkeeping

The Adviser shall maintain records of proxies voted in accordance with Section 204-2 of the Advisers Act, including proxy statements, a record of each vote cast, and a copy of any document created by the Adviser that was material to making a decision of how to vote the proxy, or that memorializes the basis for the Adviser's decision on how to vote the proxy. The Adviser shall also maintain a copy of its policies and procedures and each written request from a client for proxy voting records and the Adviser's written response to any client request, either written or oral, for such records. Proxy statements that are filed on EDGAR shall be considered maintained by the Adviser. All such records shall be maintained for a period of five years in an easily accessible place, the first two years in the offices of the Adviser.

**ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.**

(a) (1) As of November 30, 2010, Daniel R. Omstead, Ph.D., Christopher F. Brinzey, M.B.A., Frank T. Gentile, Ph.D. and Jason C. Akus, M.D./M.B.A. are members of a team that analyzes investments on behalf of the Registrant. Dr. Omstead exercises ultimate decision making authority with respect to investments. Dr. Omstead also performs other duties including management of the investment adviser and makes investments on behalf of H&Q Healthcare Investors ( HQH ). The date each team member joined the portfolio management team and each team member's business experience for at least the last five years is included below.

Daniel R. Omstead, Ph.D., is President and Chief Executive Officer of the investment adviser and has been employed by the investment adviser of the Registrant since 2000. He is also President of the Registrant and HQH.

Christopher F. Brinzey is Senior Vice President, Research of the investment adviser. Mr. Brinzey joined the investment adviser of the Registrant in 2001 and is responsible for investment research and venture investment due diligence in the following areas: specialty pharmaceuticals and life sciences information technology and services.

Frank T. Gentile, Ph.D., is Senior Vice President, Research of the investment adviser. Dr. Gentile joined the investment adviser of the Registrant in 2002. His emphasis is on the analysis of private and public companies in the fields of Functional Genomics and Proteomics, as well as Cell and Gene Therapy.

---



## Edgar Filing: H&Q LIFE SCIENCES INVESTORS - Form N-CSR

Jason C. Akus, M.D./M.B.A., is Vice President, Research of the investment adviser and is responsible for investment research and due diligence in the biotechnology, medical device, and diagnostic areas. Dr. Akus joined the investment adviser of the Registrant in 2001.

(a) (2) The following table lists the number and types of other accounts and assets under management in those accounts advised by the Registrant's portfolio management team as of the end of the Registrant's fiscal year.

PORTFOLIO MANAGER	REGISTERED INVESTMENT COMPANY ACCOUNTS	ASSETS MANAGED	POOLED ACCOUNTS	ASSETS MANAGED	OTHER ACCOUNTS	ASSETS MANAGED
Daniel R. Omstead	1	\$ 365 million	0	0	0	0
Christopher F. Brinzey	1	\$ 365 million	0	0	0	0
Frank T. Gentile	1	\$ 365 million	0	0	0	0
Jason C. Akus	1	\$ 365 million	0	0	0	0

None of the funds or other accounts are subject to a performance-based advisory fee.

Each member of the portfolio management team may perform investment management services for other accounts similar to those provided to the Registrant and the investment action for each account may differ. The portfolio management team may discover an investment opportunity that may be suitable for more than one account. However, the investment opportunity may be limited so that all accounts may not be able to fully participate or an investment opportunity or investment allocation may be allocated to just one account or may be allocated between accounts at different levels based on an investment decision made by the investment team. The investment team may subsequently make investment decisions that result in investment levels that make the accounts more differentiated or, conversely, more closely or completely aligned. Such investment decisions may occur within a day or two. In addition, the investment adviser may receive different compensation from each account. In that case, the portfolio management team may have an incentive to direct investments to an account that could result in higher fees for the investment adviser. The registrant has adopted procedures designed to allocate investments fairly across multiple accounts.

Additionally, a portfolio manager may be perceived to have a conflict of interest if he has other executive management responsibilities. In addition to managing the Registrant and HQH, Dr. Omstead is the President of the investment adviser of the Registrant. Dr. Omstead periodically discusses the amount of time he allocates to each of his responsibilities with the Registrant's Board of Trustees.

The portfolio management team's management of personal accounts may also present certain conflicts of interest. The Registrant has adopted a code of ethics designed to address these potential conflicts.

(a) (3) As of September 30, 2010, portfolio manager compensation is comprised of a base salary and discretionary compensation as described below.

*Base Salary Compensation.* The team members receive a base salary compensation linked to individual experience and responsibilities. The amount of base salary is reviewed annually.

## Edgar Filing: H&Q LIFE SCIENCES INVESTORS - Form N-CSR

*Discretionary Compensation.* Discretionary Compensation is in the form of a cash bonus, paid annually, which may be up to 60% of the team member's base salary. Several factors affect discretionary compensation, which can vary by team member and circumstances. The discretionary compensation component is determined based on four factors including investment performance of accounts managed by the team relative to

---

an appropriate benchmark and/or peer funds, performance of specific investments proposed by the individual, financial performance of the investment adviser and a qualitative assessment of the individual overall contribution to the investment team and to the investment adviser. Discretionary compensation is evaluated annually after the completion of the Registrant's fiscal year.

(a) (4) As of September 30, 2010, the dollar range of Registrant's shares beneficially owned by the portfolio managers are as follows as of the end of the Registrant's fiscal year:

PORTFOLIO MANAGER	DOLLAR RANGE OF SHARES BENEFICIALLY OWNED
Daniel R. Omstead	\$100,001-500,000
Christopher F. Brinzey	none
Frank T. Gentile	none
Jason C. Akus	none

(b) N/A.

**ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.**

Period (12 months)	(a) Total No. of Shares Purchased	(b) Average Price Paid per Share	(c) Total No. of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum No. of Shares that May Yet Be Purchased Under the Plans or Programs
Month #1 (Oct. 1, 2009 - Oct. 31, 2009)				2,195,022
Month #2 (Nov. 1, 2009 - Nov. 30, 2009)				2,195,022
Month #3 (Dec. 1, 2009 - Dec. 31, 2009)	128,193	9.30	128,193	2,066,829
Month #4 (Jan. 1, 2010 - Jan. 31, 2010)	201,060	9.80	201,060	1,865,769
Month #5 (Feb. 1, 2010 - Feb. 28, 2010)				1,865,769
Month #6 (Mar. 1, 2010 - Mar. 31, 2010)	61,246	10.20	61,246	1,804,523
Month #7 (Apr. 1, 2010 - Apr. 30, 2010)				
Month #8 (May 1, 2010 - May 31, 2010)				
Month #9 (June 1, 2010 - June 30, 2010)				
Month #10 (Jul. 1, 2010 - Jul. 31, 2010)				
Month #11 (Aug. 1, 2010 - Aug. 31, 2010)				
Month #12 (Sep. 1, 2010 - Sep. 30, 2010)				
<b>Total</b>	<b>390,499</b>	<b>9.70</b>	<b>390,499</b>	

**ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

There have been no material changes to the procedures by which the shareholders may recommend nominees to the registrant's Board of Trustees, where those changes were implemented after the registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (17 CFR 229.407) (as required by Item 22(b)(15) of Schedule 14A (17 CFR 240.14a-101)), or this Item.

**ITEM 11. CONTROLS AND PROCEDURES.**

(a) In the opinion of the principal executive officer and principal financial officer, based on their evaluation which took place within 90 days of this filing, the Registrant's disclosure controls and procedures are adequately designed and are operating effectively to ensure (i) that material information relating to the Registrant, including its consolidated subsidiaries, is made known to them by others within those entities, particularly during the period in which this report is being prepared; and (ii) that information required to be disclosed by the registrant on Form N-CSR is recorded, processed, summarized and reported within the time period specified in the Securities and Exchange Commission's rules and forms.

(b) There were no changes in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal half-year that have materially affected or that are reasonably likely to materially affect the Registrant's internal control over financial reporting.

**ITEM 12. EXHIBITS.**

(a) (1) The Code of Ethics that is the subject of the disclosure required by Item 2 is attached hereto (Exhibit 1).

(a) (2) Separate certifications of the Principal Executive and Financial Officers as required by Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto (Exhibit 2 and 3).

(b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto (Exhibit 4).

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant)

H&Q LIFE SCIENCES INVESTORS

By (Signature and Title)\*

/s/ Daniel R. Omstead  
Daniel R. Omstead, President

Date: 12/1/10

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)\*

/s/ Laura Woodward  
Laura Woodward, Treasurer

Date: 12/1/10

---

\* Print the name and title of each signing officer under his or her signature.

---