

VIACELL INC
Form 3
October 17, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BVF PARTNERS L P/IL</p> <p>(Last) (First) (Middle)</p> <p>900 NORTH MICHIGAN AVE.,Â SUITE 1100</p> <p>(Street)</p> <p>CHICAGO,Â ILÂ 60611</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/15/2007</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>VIACELL INC [VIAC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Indirect Beneficial Owner</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock | 1,683,900 | D <u>(1)</u> | Â |
| Common Stock | 1,151,000 | D <u>(2)</u> | Â |
| Common Stock | 4,471,000 | D <u>(3)</u> | Â |
| Common Stock | 7,305,900 | I | See footnotes <u>(4)</u> <u>(6)</u> |
| Common Stock | 7,305,900 | I | See footnotes <u>(5)</u> <u>(6)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| BVF PARTNERS L P/IL 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611 | ^ | ^ X | ^ | Indirect Beneficial Owner |
| BVF INC/IL 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611 | ^ | ^ X | ^ | Indirect Beneficial Owner |
| BIOTECHNOLOGY VALUE FUND L P 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611 | ^ | ^ X | ^ | ^ |
| BIOTECHNOLOGY VALUE FUND II LP 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611 | ^ | ^ X | ^ | ^ |
| BVF INVESTMENTS LLC 900 NORTH MICHIGAN AVE. SUITE 1100 CHICAGO, IL 60611 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| BVF PARTNERS L.P., By: BVF Inc., its General Partners, By: /s/ Mark N. Lampert, President | 10/16/2007 |
| **Signature of Reporting Person | Date |
| BIOTECHNOLOGY VALUE FUND, L.P., By: BVF Partners L.P., its General Partner, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President | 10/16/2007 |
| **Signature of Reporting Person | Date |
| BIOTECHNOLOGY VALUE FUND II, L.P., By: BVF Partners L.P., its General Partner, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President | 10/16/2007 |
| **Signature of Reporting Person | Date |
| BVF INVESTMENTS, L.L.C., By: BVF Partners L.P., its Manager, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President | 10/16/2007 |

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__Signature of Reporting Person

Date

BVF INC., By: /s/ Mark N. Lampert, President

10/16/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares of Common Stock are directly beneficially owned by Biotechnology Value Fund, L.P., a Delaware limited partnership ("BVF").
- (2) The shares of Common Stock are directly beneficially owned by Biotechnology Value Fund II, L.P., a Delaware limited partnership ("BVF2").
- (3) The shares of Common Stock are directly beneficially owned by BVF Investments, L.L.C., a Delaware limited liability company ("Investments").
- (4) The shares of Common Stock are indirectly beneficially owned by BVF Partners L.P., a Delaware limited partnership ("Partners"). Partners is the general partner of BVF and BVF2, and is the manager of Investments.
- (5) The shares of Common Stock are indirectly beneficially owned by BVF Inc., a Delaware corporation ("BVF Inc."), which is the general partner of Partners and is also an investment advisor to Partners.

Pursuant to the operating agreement of Investments, Partners is authorized, among other things, to invest funds of Ziff Asset Management, L.P., the majority member of Investments, in the shares of Common Stock described herein and to vote and exercise dispositive power over those securities. Mark N. Lampert is the sole shareholder and sole director of BVF Inc., and is an officer of BVF Inc. This joint filing on Form 3 shall not be deemed an admission that Mark N. Lampert is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this joint filing. Mr. Lampert disclaims beneficial ownership of all securities reported in this joint filing on Form 3, except to the extent that he has a pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.