

Edgar Filing: INTERWEST PARTNERS VI L P - Form SC 13G

INTERWEST PARTNERS VI L P  
Form SC 13G  
February 11, 2002

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

TheraSense Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

883381 10 5

-----  
(CUSIP Number)

12-31-2001

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 22 pages

CUSIP No. 883381 10 5

13G

Page 2 of 22 Pages

-----  
1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

InterWest Partners VI, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

3,228,290

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

3,228,290

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,228,290

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 2 of 22 pages

CUSIP No. 883381 10 5

13G

Page 3 of 22 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

InterWest Investors VI, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

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(b) |X|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

101,217

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

101,217

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,217

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

|\_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.3%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 3 of 22 pages

CUSIP No. 883381 10 5

13G

Page 4 of 22 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

InterWest Management Partners VI, LLC (the general partner of InterWest Partners VI, LP and InterWest Investors VI, LP)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) |\_ |

(b) |X|

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

3,329,507

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

3,329,507

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,329,507

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 4 of 22 pages

CUSIP No. 883381 10 5

13G

Page 5 of 22 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

InterWest Partners VII, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

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1,449,082  
-----  
NUMBER OF SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0  
-----  
7 SOLE DISPOSITIVE POWER  
1,449,082  
-----  
8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,449,082

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.7%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 5 of 22 pages

CUSIP No. 883381 10 5

13G

Page 6 of 22 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

InterWest Investors VII, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER  
69,396  
-----  
NUMBER OF SHARES 6 SHARED VOTING POWER  
BENEFICIALLY 0

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OWNED BY -----  
EACH 7 SOLE DISPOSITIVE POWER  
REPORTING PERSON 69,396  
PERSON WITH -----  
8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
69,396

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.2%

12 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 6 of 22 pages

CUSIP No. 883381 10 5 13G Page 7 of 22 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
InterWest Management Partners VII, LLC (the general partner of InterWest  
Partners VII, LP and InterWest Investors VII, LP)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

5 SOLE VOTING POWER  
1,518,478  
-----  
NUMBER OF SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY 0  
EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER  
PERSON WITH 1,518,478  
-----

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8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,518,478

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.8%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 7 of 22 pages

CUSIP No. 883381 10 5

13G

Page 8 of 22 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Stephen C. Bowsher (a Venture Member of InterWest Management Partners VII, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

1,518,478

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,518,478

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,518,478

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.8%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 8 of 22 pages

CUSIP No. 883381 10 5

13G

Page 9 of 22 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Harvey B. Cash (a Managing Director of InterWest Management Partners VI, LLC and InterWest Management Partners VII, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

11,764

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6 SHARED VOTING POWER

4,847,985

EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

11,764

8 SHARED DISPOSITIVE POWER

4,847,985

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,859,749

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



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|\_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 9 of 22 pages

CUSIP No. 883381 10 5

13G

Page 10 of 22 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alan W. Crites (a Managing Director of InterWest Management Partners VI, LLC and InterWest Management Partners VII, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) |\_ |

(b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

2,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH

6 SHARED VOTING POWER

4,847,985

REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

2,000

8 SHARED DISPOSITIVE POWER

4,847,985

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,849,985

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

|\_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

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12.3%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 10 of 22 pages

CUSIP No. 883381 10 5

13G

Page 11 of 22 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Philip T. Gianos (a Managing Director of InterWest Mangement Partners VI, LLC and InterWest Management Partners VII, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

4,847,985

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,847,985

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,847,985

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3%

12 TYPE OF REPORTING PERSON\*

IN

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-----  
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Page 11 of 22 pages

CUSIP No. 883381 10 5

13G

Page 12 of 22 Pages

-----  
1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

W. Scott Hedrick (a Managing Director of InterWest Management Partners VI,  
LLC and InterWest Management Partners VII, LLC)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

-----  
5 SOLE VOTING POWER

21,764

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

4,847,985

-----  
7 SOLE DISPOSITIVE POWER

21,764

-----  
8 SHARED DISPOSITIVE POWER

4,847,985

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

4,869,749

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

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3%

-----  
12 TYPE OF REPORTING PERSON\*

IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 12 of 22 pages

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CUSIP No. 883381 10 5

13G

Page 13 of 22 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

W. Stephen Holmes (a Managing Director of InterWest Management Partners VI, LLC and InterWest Management Partners VII, LLC)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			4,847,985
	7	SOLE DISPOSITIVE POWER	
			0
	8	SHARED DISPOSITIVE POWER	
			4,847,985

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,847,985

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 13 of 22 pages

CUSIP No. 883381 10 5

13G

Page 14 of 22 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Gilbert H. Kliman (a Venture Member of InterWest Management Partners VI, LLC and a Managing Director of InterWest Management Partners VII, LLC)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
			4,847,985
	7	SOLE DISPOSITIVE POWER	
			0
	8	SHARED DISPOSITIVE POWER	
			4,847,985

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,847,985

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 14 of 22 pages

CUSIP No. 883381 10 5

13G

Page 15 of 22 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Robert R. Momsen (a Managing Director of InterWest Management Partners VI, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

43,814

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

3,329,507

7 SOLE DISPOSITIVE POWER

43,814

8 SHARED DISPOSITIVE POWER

3,329,507

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,373,321

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.5%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 15 of 22 pages

CUSIP No. 883381 10 5

13G

Page 16 of 22 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Arnold L. Oronsky (a Managing Director of InterWest Management Partners VI, LLC and InterWest Management Partners VII, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

4,847,985

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,847,985

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,847,985

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.3%

12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 16 of 22 pages

CUSIP No. 883381 10 5

13G

Page 17 of 22 Pages

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Thomas L. Rosch (a Managing Director of InterWest Management Partners VII, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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	5	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	1,518,478
	7	SOLE DISPOSITIVE POWER	
			0
	8	SHARED DISPOSITIVE POWER	1,518,478
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,518,478		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
	<input type="checkbox"/>		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	3.8%		
12	TYPE OF REPORTING PERSON*		
	IN		

\*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 17 of 22 pages

Item 1.

- (a) Name of Issuer: TheraSense, Inc. ("Issuer")
- (b) Address of Issuer's Principal Executive Offices:  
1360 South Loop Road  
Alameda, CA 94502

Item 2.

- (a) Name of Person(s) Filing:  
InterWest Partners VI, LP ("IWP VI")  
InterWest Investors VI, LP ("II VI")  
InterWest Management Partners VI, LLC ("IMP VI")  
InterWest Partners VII, LP ("IWP VII")  
InterWest Investors VII, LP ("II VII")  
InterWest Management Partners VII, LLC ("IMP VII")  
Stephen C. Bowsher ("Bowsher")  
Harvey B. Cash ("Cash")



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Alan W. Crites ("Crites")  
 Philip T. Gianos ("Gianos")  
 W. Scott Hedrick ("Hedrick")  
 W. Stephen Holmes ("Holmes")  
 Gilbert H. Kliman ("Kliman")  
 Robert R. Momsen ("Momsen")  
 Arnold L. Oronsky ("Oronsky")  
 Thomas L. Rosch ("Rosch")

(b) Address of Principal Business Office or, if none, Residence:

3000 Sand Hill Road  
 Building 3, Suite 255  
 Menlo Park, CA 94025

(c) Citizenship/Place of Organization:

IWP VI: California  
 II VI: California  
 IMP VI: California  
 IWP VII: California  
 II VII: California  
 IMP VII: California  
 Bowsher: United States  
 Cash: United States  
 Crites: United States  
 Gianos: United States  
 Hedrick: United States  
 Holmes: United States  
 Kliman: United States  
 Momsen: United States  
 Oronsky: United States  
 Rosch: United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 883381 10 5

Page 18 of 22 pages

Item 3. Not applicable.

Item 4. Ownership.

	IWP VI	II VI	IMP VI	IWP VII	II VII	IMP VII
(a) Beneficial Ownership	3,228,290	101,217	3,329,507	1,449,082	69,396	1,518
(b) Percentage of Class	8.2%	0.3%	8.4%	3.7%	0.2%	
(c) Sole Voting Power	3,228,290	101,217	3,329,507	1,449,082	69,396	1,518
Shared						

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Voting Power		0	0	0	0	0	0
Sole Dispositive Power		3,228,290	101,217	3,329,507	1,449,082	69,396	1,518
Shared Dispositive Power		0	0	0	0	0	0
		Bowsher	Cash	Crites	Hedrick	Momsen	Rosch
(a)	Beneficial Ownership	1,518,478	4,859,749	4,849,985	4,869,749	3,373,321**	1,518,478
(b)	Percentage of Class	3.8%	12.3%	12.3%	12.3%	8.5%	3.8%
(c)	Sole Voting Power	0	11,764	2,000	21,764	43,814**	
	Shared Voting Power	1,518,478	4,847,985	4,847,985	4,847,985	3,329,507	1,518,478
	Sole Dispositive Power	0	11,764	2,000	21,764	43,814**	
	Shared Dispositive Power	1,518,478	4,847,985	4,847,985	4,847,985	3,329,507	1,518,478

\*Individuals included in this column are Gianos, Holmes, and Oronsky all of whom are Managing Directors of IMP VI and IMP VII. Also included in this column is Kliman who is a Venture Member of IMP VI and a Managing Director of IMP VII.

\*\*Momsen includes options exercisable through 3/1/02 representing 14,167 shares of common stock.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Under certain circumstances set forth in the partnership agreements of IMP VI and IMP VII, the general partners and/or limited partners of such partnerships

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have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer beneficially owned by such Partnerships.

Page 19 of 22 pages

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in section 240.13d-1(b)(1)(iii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

EXHIBITS

A. Joint Filing Statement

Page 20 of 22 pages

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February \_\_\_\_, 2002

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners VI, LLC -----  
 Stephen C. Bowsher  
 By: -----  
 Managing Director -----

INTERWEST INVESTORS VI, LP

By: InterWest Management Partners VI, LLC -----  
 Alan W. Crites  
 By: -----  
 Managing Director -----  
 Philip T. Gianos

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: -----  
 W. Scott Hedrick  
 Managing Director -----  
 W. Stephen Holmes  
 -----

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Gilbert H. Kliman

-----  
Robert R. Momsen

INTERWEST PARTNERS VII, LP

By: InterWest Management Partners VII, LLC

By: -----  
Managing Director

-----  
Arnold L. Oronsky

-----  
Thomas L. Rosch

INTERWEST INVESTORS VII, LP

By: InterWest Management Partners VII, LLC

By: -----  
Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: -----  
Managing Director

Page 21 of 22 pages

EXHIBIT A

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of each of us.

Date: February \_\_\_\_, 2002

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners VI, LLC

By: -----  
Managing Director

-----  
Stephen C. Bowsher

-----  
Harvey B. Cash

INTERWEST INVESTORS VI, LP

By: InterWest Management Partners VI, LLC

By: -----  
Managing Director

-----  
Alan W. Crites

-----  
Philip T. Gianos

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: -----  
Managing Director

-----  
W. Scott Hedrick

-----  
W. Stephen Holmes

-----  
Gilbert H. Kliman

-----  
Robert R. Momsen

INTERWEST PARTNERS VII, LP

By: InterWest Management Partners VII, LLC

-----  
Arnold L. Oronsky

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By: -----  
Managing Director

-----  
Thomas L. Rosch

INTERWEST INVESTORS VII, LP

By: InterWest Management Partners VII, LLC

By: -----  
Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: -----  
Managing Director