INTERWEST PARTNERS VI L P Form SC 13G/A February 05, 2004

OMB APPROVAL

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hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)*

TheraSense Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

883381 10 5

(CUSIP Number)

12-31-2003

(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)

|X| 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).

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|-------|---------------------------------|-------------|--|--------|-------|------|----------|--|--|
| 1 | NAMES OF RE | | IG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ON | NLY) | | | | | |
| | InterWest F | Partner | rs V, LP | | | | | | |
| 2 | CHECK THE F | APPROPF | RIATE BOX IF A MEMBER OF A GROUP* | | | | _ _ | | |
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIE | P OR PI | ACE OF ORGANIZATION | | | | | | |
| | California | | | | | | | | |
| | | 5 | SOLE VOTING POWER | | | | | | |
| | | | 100,306 | | | | | | |
| | | 6 | SHARED VOTING POWER | | | | | | |
| BENEF | ARES ICIALLY ED BY ACH | | 0 | | | | | | |
| E | | 7 | SOLE DISPOSITIVE POWER | | | | | | |
| PE | ORTING RSON | | 100,306 | | | | | | |
| W | WITH | 8 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | 0 | | | | | | |
| 9 | AGGREGATE A | TNUOMA | BENEFICIALLY OWNED BY EACH REPORTING PR | ERSON | | | | | |
| | 100,306 | | | | | | | | |
| 10 | CHECK BOX I | F THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CH | ERTAIN | I SHA | RES* | | | |
| | _ | | | | | | | | |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | | | | | |
| | 0.2% | | | | | | | | |
| 12 | TYPE OF REF | PORTING | F PERSON* | | | | | | |
| | PN | | | | | | | | |
| | | | SEE INSTRUCTION BEFORE FILLING OUT! | | | | | | |
| | | | Page 2 of 25 pages | | | | | | |
| CUSIP | No. 883381 | 10 5 | | Page | 3 of | 25 I | Pages | | |
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|-------|--|--|-------------------|--|--|--|--|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | |
| | InterWest Manag Partners V, LP) | ement Partners V, LP (the general partner o | f InterWest | | | | |
| 2 | CHECK THE APPRO | PRIATE BOX IF A MEMBER OF A GROUP* | | | | | |
| | | | (a) _ (b) _ | | | | |
| 3 | SEC USE ONLY | | | | | | |
| | | | | | | | |
| 4 | CITIZENSHIP OR | PLACE OF ORGANIZATION | | | | | |
| | California | | | | | | |
| | 5 | SOLE VOTING POWER | | | | | |
| | | 100,306 | | | | | |
| | MBER OF 6 | SHARED VOTING POWER | | | | | |
| BENEF | FICIALLY | 0 | | | | | |
| E | NED BY EACH 7 | SOLE DISPOSITIVE POWER | | | | | |
| PE | PORTING ERSON | 100,306 | | | | | |
| V | VITH 8 | SHARED DISPOSITIVE POWER | | | | | |
| | | 0 | | | | | |
| 9 | AGGREGATE AMOUN | T BENEFICIALLY OWNED BY EACH REPORTING PERSO | ON | | | | |
| | 100,306 | | | | | | |
| 10 | CHECK BOX IF TH | E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERT. | AIN SHARES* | | | | |
| | _ | | | | | | |
| 11 | PERCENT OF CLAS | S REPRESENTED BY AMOUNT IN ROW (9) | | | | | |
| | 0.2% | | | | | | |
| 12 | TYPE OF REPORTI | NG PERSON* | | | | | |
| | PN | | | | | | |
| | | *SEE INSTRUCTION BEFORE FILLING OUT! | | | | | |
| | | Page 3 of 25 pages | | | | | |
| | P No. 883381 10 5 | Pa | ge 4 of 25 Pages | | | | |
| 1 | NAMES OF REPORT | | | | | | |
| | InterWest Partn | ers VI, LP | | | | | |
| | | | | | | | |

| 2 | CHECK THE | APPROP. | RIATE BOX IF A MEMBER OF A GROUP* | (a) (b) | . — . | | | |
|-------|-------------------|---------|---|-------------|-------|--|--|--|
| 3 | SEC USE ONLY | | | | | | | |
| 4 | CITIZENSH | IP OR P | LACE OF ORGANIZATION | | | | | |
| | California | a | | | | | | |
| | | 5 | SOLE VOTING POWER | | | | | |
| | | | 3,237,103 | | | | | |
| | BER OF | 6 | SHARED VOTING POWER | | | | | |
| BENEF | IARES 'ICIALLY | | 0 | | | | | |
| E | IED BY LACH | 7 | SOLE DISPOSITIVE POWER | | | | | |
| PE | PERSON WITH | | 3,237,103 | | | | | |
| V | | 8 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 9 | 3,237,103 | | BENEFICIALLY OWNED BY EACH REPORTING PERSON AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN S | SHARES* | | | | |
| | 1_1 | | | | | | | |
| 11 | PERCENT O | F CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | | | | |
| | 7.8% | | | | | | | |
| 12 | TYPE OF R | EPORTIN | G PERSON* | | | | | |
| | PN | | | | | | | |
| | | | *SEE INSTRUCTION BEFORE FILLING OUT! | | | | | |
| | | | Page 4 of 25 pages | | | | | |
| CUSIF | No. 88338 | 1 10 5 | Page 5 | of 25 | Pages | | | |
| 1 | | | NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | |
| | InterWest | Invest | ors VI, LP | | | | | |
| 2 | CHECK THE | APPROP. | RIATE BOX IF A MEMBER OF A GROUP* | (a) (b) | | | | |
| 3 | SEC USE O | NLY | | | | | | |

| 4 | CITIZENSH | IP OR PI | LACE OF ORGANIZATION | |
|-------|-------------------|--------------|--|----------------------|
| | California | a | | |
| | | 5 | SOLE VOTING POWER | |
| | | | 101,494 | |
| | MBER OF | 6 | SHARED VOTING POWER | |
| BENE | HARES FICIALLY | | 0 | |
| | NED BY EACH | 7 | SOLE DISPOSITIVE POWER | |
| Р | PORTING ERSON | | 101,494 | |
| | WITH | 8 | SHARED DISPOSITIVE POWER | |
| | | | 0 | |
| 9 | AGGREGATE | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTI | NG PERSON |
| | 101,494 | | | |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUD | ES CERTAIN SHARES* |
| | 1_1 | | | |
| 11 | PERCENT OF | F CLASS | REPRESENTED BY AMOUNT IN ROW (9) | |
| | 0.2% | | | |
| 12 | TYPE OF R | EPORTING | G PERSON* | |
| | PN | | | |
| | | + | SEE INSTRUCTION BEFORE FILLING OUT | ! |
| | | | Page 5 of 25 pages | |
| CUSI | P No. 883381 | 1 10 5 | | Page 6 of 25 Pages |
| 1 | | | NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITI | ES ONLY) |
| | | | ment Partners VI, LLC (the general and InterWest Investors VI, LP) | partner of InterWest |
| 2 | CHECK THE | APPROPF | RIATE BOX IF A MEMBER OF A GROUP* | (a) _ (b) _ |
| 3 | SEC USE ON | NLY | | |
| 4 | CITIZENSH | IP OR PI | LACE OF ORGANIZATION | |
| | California | a | | |

| | | 5 | SOLE VOTING POWER | | | |
|-----------|-------------------|--------------|--|---------|-------------|------|
| NUMBER OF | | | 3,338,597 | | | |
| | | 6 | SHARED VOTING POWER | | | |
| | IARES 'ICIALLY | | 0 | | | |
| | ED BY SACH | 7 | SOLE DISPOSITIVE POWER | | | |
| | ORTING RSON | | 3,338,597 | | | |
| W | IITH | 8 | SHARED DISPOSITIVE POWER | | | |
| | | | 0 | | | |
| 9 | AGGREGATE | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING | PERSON | | |
| | 3,338,597 | | | | | |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES | CERTAIN | SHARES* | |
| | 1_1 | | | | | |
| 11 | PERCENT O | F CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | | |
| | 8.0% | | | | | |
| 12 | TYPE OF R | EPORTING | F PERSON* | | | |
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| | | | SEE INSTRUCTION BEFORE FILLING OUT! | | | |
| | | | Page 6 of 25 pages | | | |
| | | | rage 0 01 23 pages | | | |
| CUSIP | No. 88338 | 1 10 5 | | Page 7 | of 25 P | ages |
| 1 | NAMES OF I | | G PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | | |
| | InterWest | Partner | rs VII, LP | | | |
| 2 | CHECK THE | APPROPF | RIATE BOX IF A MEMBER OF A GROUP* | | | |
| | | | | | (a) (b) | _ |
| 3 | SEC USE OI | | | | | |
| | | | | | | |
| 4 | CITIZENSH | IP OR PI | LACE OF ORGANIZATION | | | |
| | California | a | | | | |
| | | 5 | SOLE VOTING POWER | | | |
| | | | 1,449,082 | | | |
| NUM | IBER OF | 6 | SHARED VOTING POWER | | | |

| SHARES BENEFICIALLY | | | 0 | | |
|--------------------------------|--|---|--|------------|----------------|
| | NED BY EACH | 7 | SOLE DISPOSITIVE POWER | | |
| REPORTING PERSON | | | 1,449,082 | | |
| 1 | WITH | 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 SH. | ARES* | |
| | 1_1 | | | | |
| 11 | PERCENT OF | F CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 3.5% | | | | |
| 12 | TYPE OF RE | EPORTIN | G PERSON* | | |
| | PN | | | | |
| | | | *SEE INSTRUCTION BEFORE FILLING OUT! | | |
| | | | Page 7 of 25 pages | | |
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| CUSI: | NAMES OF F | REPORTI | Page 8 o | f 25 P | ages |
| | NAMES OF F | REPORTI | NG PERSONS | f 25 P | ages |
| | NAMES OF FIR.S. IDE | REPORTI ENTIFIC Invest | NG PERSONS PATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | |
| 1 | NAMES OF FIR.S. IDE | REPORTI ENTIFIC Invest | OR PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP | | ages _ |
| 1 | NAMES OF FIR.S. IDE | REPORTI ENTIFIC Invest APPROP | OR PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP | (a) | |
| 1 2 | NAMES OF FIREST | REPORTI ENTIFIC Invest APPROP | OR PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP | (a) | |
| 2 | NAMES OF FIREST | REPORTI ENTIFIC Invest APPROP | OR PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP | (a) | |
| 2 | NAMES OF FIREST | REPORTI ENTIFIC Invest APPROP NLY | ING PERSONS PATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP PRIATE BOX IF A MEMBER OF A GROUP* PLACE OF ORGANIZATION | (a) | |
| 2 | NAMES OF FIRE I.R.S. IDE | REPORTI ENTIFIC Invest APPROP NLY | NG PERSONS PATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP PRIATE BOX IF A MEMBER OF A GROUP* | (a) | |
| 2 | NAMES OF FIRE I.R.S. IDE | REPORTI ENTIFIC Invest APPROP NLY IP OR P | ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP PRIATE BOX IF A MEMBER OF A GROUP* PLACE OF ORGANIZATION SOLE VOTING POWER 69,396 | (a) | |
| 1 2 2 3 3 4 1 1 NUI | NAMES OF FIRE I.R.S. IDE InterWest CHECK THE SEC USE ON CITIZENSHI California | REPORTI ENTIFIC Invest APPROP NLY IP OR P | ING PERSONS PATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP PRIATE BOX IF A MEMBER OF A GROUP* PLACE OF ORGANIZATION SOLE VOTING POWER | (a) | |
| 1 2 2 3 3 4 4 NUU S BENE | NAMES OF FIRE I.R.S. IDE INTERWEST CHECK THE SEC USE ON CITIZENSHI California MBER OF HARES FICIALLY | REPORTI ENTIFIC Invest APPROP NLY IP OR P a 5 | ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP CRIATE BOX IF A MEMBER OF A GROUP* PLACE OF ORGANIZATION SOLE VOTING POWER 69,396 SHARED VOTING POWER | (a) | |
| 1 2 2 3 3 4 4 NUI S. BENE. OW! | NAMES OF FIRE I.R.S. IDE InterWest CHECK THE SEC USE ON CITIZENSHI California | REPORTI ENTIFIC Invest APPROP NLY IP OR P a 5 | ENG PERSONS CATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ORS VII, LP CRIATE BOX IF A MEMBER OF A GROUP* PLACE OF ORGANIZATION SOLE VOTING POWER 69,396 SHARED VOTING POWER | (a) | |

| T _A 7 | ITH | | | | | | | |
|------------------|---|------------|--|------------|------------|------|--|--|
| VV . | III | 8 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 9 | | MOUNT | BENEFICIALLY OWNED BY EACH REPORTING 1 | PERSON | | | | |
| | 69 , 396 | | | | | | | |
| 10 | CHECK BOX I | F THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES (| CERTAIN SI | HARES? | * | | |
| | _ | | | | | | | |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | | | | |
| | 0.2% | | | | | | | |
| 12 | TYPE OF REP | ORTING | PERSON* | | | | | |
| | PN | | | | | | | |
| | | * | SEE INSTRUCTION BEFORE FILLING OUT! | | | | | |
| | | | Page 8 of 25 pages | | | | | |
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| | No. 883381 | | | Page 9 (|)I Z5 | | | |
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | | |
| | | | ent Partners VII, LLC (the general pasand InterWest Investors VII, LP) | rtner of : | InterV | West | | |
| 2 | CHECK THE A | PPROPR | | | | | | |
| | | | | | (a) (b) |) _ | | |
| 3 | SEC USE ONL | Y | | | | | | |
| | | | | | | | | |
| 4 | CITIZENSHIP | OR PL | ACE OF ORGANIZATION | | | | | |
| | California | | | | | | | |
| | | 5 | SOLE VOTING POWER | | | | | |
| | | | 1,518,478 | | | | | |
| | BER OF | 6 | SHARED VOTING POWER | | | | | |
| _ | ARES ICIALLY | | 0 | | | | | |
| | ED BY ACH | 7 | SOLE DISPOSITIVE POWER | | | | | |
| | ORTING RSON | | 1,518,478 | | | | | |
| W | ITH | 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* |
| | 1_1 | | | |
| 11 | PERCENT O | F CLASS | REPRESENTED BY AMOUNT IN ROW (9) | |
| | 3.6% | | | |
| 12 | TYPE OF R | EPORTINO | G PERSON* | |
| | PN | | | |
| | | | SEE INSTRUCTION BEFORE FILLING OUT! | |
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| 1 | | | NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES | ONLY) |
| | Stephen C | . Bowshe | er (a Venture Member of InterWest Mana | agement Partners VII, |
| 2 | CHECK THE | APPROPI | RIATE BOX IF A MEMBER OF A GROUP* | (a) _ (b) _ |
| 3 | SEC USE O | NLY | | |
| 4 | CITIZENSH | IP OR PI | LACE OF ORGANIZATION | |
| | United St | ates | | |
| | | 5 | SOLE VOTING POWER | |
| | | | 0 | |
| | MBER OF | 6 | SHARED VOTING POWER | |
| BENE | HARES FICIALLY | | 1,518,478 | |
| | NED BY EACH | 7 | SOLE DISPOSITIVE POWER | |
| P | PORTING ERSON | | 0 | |
| , | WITH | 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* |

| | 1_1 | | | | | | | |
|----------------------------------|--|--------------------------------------|--|--|----------------------------|--|--|--|
| 11 | PERCENT O | F CLASS | REPRESENTED BY AMO | UNT IN ROW (9) | | | | |
| | 3.6% | | | | | | | |
| 12 | TYPE OF R | EPORTIN | G PERSON* | | | | | |
| | IN | | | | | | | |
| | | | *SEE INSTRUCTION BE | FORE FILLING OUT! | | | | |
| shall benef Secti other | be deemed icial own on 13(d) of purpose, | to co er of a f the and suc | nstitute an admissi ny of the Common St Securities Exchang | Schedule 13G nor any of its cor on by Stephen C. Bowsher that he is ock referred to herein for purpos e Act of 1934, as amended, or fo hip is expressly disclaimed, exce | is the ses of or any | | | |
| | | | Page 10 of | 25 pages | | | | |
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| 1 | | | NG PERSONS ATION NOS. OF ABOVE | PERSONS (ENTITIES ONLY) | | | | |
| | | | a Managing Director t Management Partne | of InterWest Management Partners rs VII, LLC) | VI, | | | |
| 2 | CHECK THE | APPROP | RIATE BOX IF A MEMB | ER OF A GROUP* | | | | |
| | | | | (a) (b) | | | | |
| 3 | SEC USE O | NLY | | | | | | |
| 4 | CITIZENSH | IP OR P | LACE OF ORGANIZATIO | N | | | | |
| | United States | | | | | | | |
| | | 5 | SOLE VOTING POWER | | | | | |
| | | | 31,764 | | | | | |
| NUM | IBER OF | 6 | SHARED VOTING POW | ER | | | | |
| | IARES 'ICIALLY | | 4,857,075 | | | | | |
| | IED BY LACH | 7 | SOLE DISPOSITIVE | POWER | | | | |
| | ORTING ERSON | | 31,764 | | | | | |
| V | IITH | 8 | SHARED DISPOSITIV | E POWER | | | | |
| | | | 4,857,075 | | | | | |
| 9 | AGGREGATE | AMOUNT | BENEFICIALLY OWNED | BY EACH REPORTING PERSON | | | | |
| | 4,888,839 | | | | | | | |

| 10 | CHECK BOX I | F THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN | SHARES* | |
|----------------------------------|---|---------------------------------|---|-------------------------------|--------------------|
| | 1_1 | | | | |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 11.7% | | | | |
| 12 | TYPE OF REF | PORTING | PERSON* | | |
| | IN | | | | |
| | | * | SEE INSTRUCTION BEFORE FILLING OUT! | | |
| shall benef Secti other | be deemed icial owner on 13(d) of purpose, an | to control to the Standard such | his statement on Schedule 13G nor any of institute an admission by Harvey B. Cash they of the Common Stock referred to herein for ecurities Exchange Act of 1934, as amended, beneficial ownership is expressly disclaimed iary interest. | at he is purpose or for | the s of any |
| | | | Page 11 of 25 pages | | |
| CUSIP | No. 883381 | 10 5 | Page 12 | of 25 P | ages |
| 1 | NAMES OF RE | | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | |
| | LP, and a M | Managir | (a General Partner of InterWest Management Page Director of InterWest Management Partners Vient Partners VII, LLC) | | |
| 2 | CHECK THE A | APPROPF | IATE BOX IF A MEMBER OF A GROUP* | (a) (b) | _ |
| 3 | SEC USE ONI | _Y | | | |
| 4 | CITIZENSHIF | OR PI | ACE OF ORGANIZATION | | |
| | United Stat | ces | | | |
| | | 5 | SOLE VOTING POWER | | |
| | | | 0 | | |
| | BER OF | 6 | SHARED VOTING POWER | | |
| BENEF | ARES ICIALLY | | 4,957,381 | | |
| E | ED BY ACH | 7 | SOLE DISPOSITIVE POWER | | |
| PE | ORTING RSON | | 0 | | |
| W | ITH | 8 | SHARED DISPOSITIVE POWER | | |
| | | | 4,957,381 | | |

| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | | |
|-------------------------|---|---------------------------|---|--|--|--|--|--|--|
| | 4,957,381 | | | | | | | | |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | |
| | 1_1 | | | | | | | | |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | | | | | |
| | 11.9% | | | | | | | | |
| 12 | TYPE OF RE | EPORTIN | G PERSON* | | | | | | |
| | IN | | | | | | | | |
| | | | *SEE INSTRUCTION BEFORE FILLING OUT! | | | | | | |
| benef Secti other | icial owne on 13(d) of purpose, a | er of a the and suc | nstitute an admission by Philip T. Gianos that he is the ny of the Common Stock referred to herein for purposes of Securities Exchange Act of 1934, as amended, or for an helphicial ownership is expressly disclaimed, except the niary interest. Page 12 of 25 pages | | | | | | |
| | | | rage 12 O1 23 pages | | | | | | |
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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | | | |
| | Wallace R. | Hawle | y (a General Partner of InterWest Management Partners V, | | | | | | |
| 2 | CHECK THE | APPROP | RIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) _ | | | | | | |
| 3 | SEC USE ON | 1TA | | | | | | | |
| 4 | CITIZENSHI | IP OR P | LACE OF ORGANIZATION | | | | | | |
| | United Sta | ites | | | | | | | |
| | | 5 | SOLE VOTING POWER | | | | | | |
| | | | 0 | | | | | | |
| | BER OF ARES | 6 | SHARED VOTING POWER | | | | | | |
| BENEF | IARES FICIALLY JED BY | | 100,306 | | | | | | |
| E. | ACH ORTING | 7 | SOLE DISPOSITIVE POWER | | | | | | |
| PE: | RSON ITH | | 0 | | | | | | |
| VV | T T 11 | 8 | SHARED DISPOSITIVE POWER | | | | | | |

100,306

| 9 | AGGREGATE | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
|----------------------------------|--|----------------------------------|--|---------------------------------------|
| | 100,306 | | | |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHA | ARES* |
| | 1_1 | | | |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | |
| | 0.2% | | | |
| 12 | TYPE OF RE | PORTIN | G PERSON* | |
| | IN | | | |
| | | | *SEE INSTRUCTION BEFORE FILLING OUT! | |
| shall bene: Sect: othe: | l be deemed ficial owne ion 13(d) of r purpose, a | to co r of a the nd suc | this statement on Schedule 13G nor any of its nstitute an admission by Wallace R. Hawley that my of the Common Stock referred to herein for posecurities Exchange Act of 1934, as amended, the beneficial ownership is expressly disclaimed, niary interest. | he is the urposes of or for any |
| | | | Page 13 of 25 pages | |
| CUSI | P No. 883381 | 10 5 | Page 14 o | f 25 Pages |
| 1 | NAMES OF R | | NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | LP, and a | Managi | (a General Partner of InterWest Management Partners VI, ment Partners VII, LLC) | |
| 2 | CHECK THE | APPROP | RIATE BOX IF A MEMBER OF A GROUP* | |
| | | | | (a) _ (b) _ |
| 3 | SEC USE ON | LY | | |
| 4 | CITIZENSHI | P OR P | LACE OF ORGANIZATION | |
| | United Sta | tes | | |
| | | 5 | SOLE VOTING POWER | |
| | | | 10,882 | |
| ידדות | MBER OF | 6 | SHARED VOTING POWER | |
| SI | HARES | U | | |
| IWO | FICIALLY NED BY | 7 | 4,957,381 | |
| REI | EACH PORTING | 7 | SOLE DISPOSITIVE POWER | |
| PI | ERSON | | 10,882 | |

| W | ITH | 8 | SHARED DISPOSITIVE POWER | |
|-------------------------------------|--|-------------------------------|---|---|
| | | | 4,957,381 | |
| 9 | AGGREGATE 4,968,263 | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING F | PERSON |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES (| CERTAIN SHARES* |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | |
| 12 | TYPE OF RE | EPORTING | PERSON* | |
| | | * | SEE INSTRUCTION BEFORE FILLING OUT! | |
| shall benef: Section other | be deemed icial owner on 13(d) of purpose, a | to coner of and the Sand such | his statement on Schedule 13G nor a stitute an admission by W. Scott Hed y of the Common Stock referred to her ecurities Exchange Act of 1934, as a beneficial ownership is expressly dis iary interest. | drick that he is the rein for purposes of amended, or for any |
| | | | Page 14 of 25 pages | |
| CUSIP | No. 883381 | . 10 5 | | Page 15 of 25 Pages |
| 1 | NAMES OF F | | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES C | ONLY) |
| | LP, and a | Managin | (a General Partner of InterWest Manag g Director of InterWest Management Par ent Partners VII, LLC) | • |
| 2 | CHECK THE | APPROPR | IATE BOX IF A MEMBER OF A GROUP* | (a) _ (b) _ |
| 3 | SEC USE ON | ILY | | |
| 4 | | | ACE OF ORGANIZATION | |
| | United Sta | ites | | |
| | | 5 | SOLE VOTING POWER | |
| | | | 0 | |
| | BER OF | 6 | SHARED VOTING POWER | |
| SHARES BENEFICIALLY OWNED BY | | | 4,957,381 | |

| EACH REPORTING PERSON WITH | | 7 | SOLE DISPOSITIVE POWER | |
|-------------------------------------|----------------|---------|--|-----|
| | | | 0 | |
| | | 8 | SHARED DISPOSITIVE POWER | |
| | | | 4,957,381 | |
| 9 | AGGREGATE | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 4,957,381 | | | |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | |
| | 1_1 | | | |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | |
| | 11.9% | | | |
| 12 | TYPE OF RE | PORTING | G PERSON* | |
| | IN | | | |
| | | * | SEE INSTRUCTION BEFORE FILLING OUT! | |
| the e. | | s pecun | n beneficial ownership is expressly disclaimed, except miary interest. Page 15 of 25 pages Page 16 of 25 Pa | |
| 1 | NAMES OF R | | JG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Gilbert H. | Kliman | n (a Venture Member of InterWest Management Partners VIng Director of InterWest Management Partners VII, LLC) | · , |
| 2 | CHECK THE | APPROPR | RIATE BOX IF A MEMBER OF A GROUP* | |
| | | | (a) (b) | _ |
| 3 | SEC USE ON | | | |
| 4 | CITIZENSHI | P OR PL | JACE OF ORGANIZATION | |
| | United Sta | tes | | |
| | | 5 | SOLE VOTING POWER | |
| | | | 10,000 | |
| NUMBER OF SHARES | | 6 | SHARED VOTING POWER | |

| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | | 4,857,075SOLE DISPOSITIVE POWER 10,000 | | | | | | |
|--|---|---|---|---------------|-----------|--|--|--|--|
| | | 7 | | | | | | | |
| | | | | | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | 4,857,075 | | | | | | |
| 9 | AGGREGATE | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 4,867,075 | | | | | | | | |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | * | | | | | |
| | 1_1 | | | | | | | | |
| 11 | PERCENT O | F CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | | | | | |
| | 11.7% | | | | | | | | |
| 12 | TYPE OF R | EPORTIN | G PERSON* | | | | | | |
| | IN | | | | | | | | |
| | | | *SEE INSTRUCTION BEFORE FILLING OUT! | | | | | | |
| | | | Securities Exchange Act of 1934, as amended, or f | | | | | | |
| | purpose, | and sucl | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages | | any | | | | |
| the e | purpose, | and sucl | h beneficial ownership is expressly disclaimed, exc niary interest. | ept | iny to | | | | |
| the e | purpose, xtent of h No. 88338 NAMES OF | and such | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages | ept | iny to | | | | |
| the e | nurpose, xtent of h No. 88338 NAMES OF I.R.S. ID Robert R. | and suci is pecui 1 10 5 REPORTII ENTIFIC | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages Page 17 of 25 NG PERSONS | Pag | iny to | | | | |
| the e | No. 88338 NAMES OF I.R.S. ID Robert R. LP, and a | and suclis pecui 1 10 5 REPORTII ENTIFICA Momsen Managii | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages Page 17 of 25 NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (a General Partner of InterWest Management Partners ng Director of InterWest Management Partners VI, LLC RIATE BOX IF A MEMBER OF A GROUP* | Pag V, | to | | | | |
| CUSIP | No. 88338 NAMES OF I.R.S. ID Robert R. LP, and a | and such | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages Page 17 of 25 NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (a General Partner of InterWest Management Partners ng Director of InterWest Management Partners VI, LLC RIATE BOX IF A MEMBER OF A GROUP* (a | Pag V,) | iny to | | | | |
| CUSIP | No. 88338 NAMES OF I.R.S. ID Robert R. LP, and a | and such | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages Page 17 of 25 NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (a General Partner of InterWest Management Partners ng Director of InterWest Management Partners VI, LLC RIATE BOX IF A MEMBER OF A GROUP* (a | Pag V,) | to | | | | |
| CUSIP1 | No. 88338 NAMES OF I.R.S. ID Robert R. LP, and a CHECK THE | and such | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages Page 17 of 25 NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (a General Partner of InterWest Management Partners ng Director of InterWest Management Partners VI, LLC RIATE BOX IF A MEMBER OF A GROUP* (a | Pag V,) | to | | | | |
| CUSIP1 | No. 88338 NAMES OF I.R.S. ID Robert R. LP, and a CHECK THE | and such is pecurial | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages Page 17 of 25 NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (a General Partner of InterWest Management Partners ng Director of InterWest Management Partners VI, LLC RIATE BOX IF A MEMBER OF A GROUP* (a (b) | Pag V,) | nny to | | | | |
| CUSIP1 | No. 88338 No. 88338 NAMES OF I.R.S. ID Robert R. LP, and a CHECK THE SEC USE O | and such is pecurial | h beneficial ownership is expressly disclaimed, exc niary interest. Page 16 of 25 pages Page 17 of 25 NG PERSONS ATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (a General Partner of InterWest Management Partners ng Director of InterWest Management Partners VI, LLC RIATE BOX IF A MEMBER OF A GROUP* (a (b) | Pag V,) | to | | | | |

| | BER OF ARES | 6 | SHARED VOTING POWER | |
|------------------|---|----------------------------|---|--------------------------------|
| BENEF | ICIALLY | | 3,438,903 | |
| E. | ED BY ACH | 7 | SOLE DISPOSITIVE POWER | |
| PE | ORTING RSON | | 239,647 | |
| W | ITH | 8 | SHARED DISPOSITIVE POWER | |
| | | | 3,438,903 | |
| 9 | AGGREGATE | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSO | N |
| | 3,678,550 | | | |
| 10 | CHECK BOX | IF THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA | IN SHARES* |
| | _ | | | |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | |
| | 8.8% | | | |
| 12 | TYPE OF RE | PORTING | PERSON* | |
| | IN | | | |
| | | * | SEE INSTRUCTION BEFORE FILLING OUT! | |
| benef Section | icial owne on 13(d) of purpose, a | er of and the Sand such | stitute an admission by Robert R. Momsen y of the Common Stock referred to herein ecurities Exchange Act of 1934, as amend beneficial ownership is expressly disclai iary interest. | for purposes of ed, or for any |
| | | | Page 17 of 25 pages | |
| CUSIP | No. 883381 | 10 5 | Page | 18 of 25 Pages |
| 1 | NAMES OF F | | G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | ${\tt LP}$, and a | Managin | (a General Partner of InterWest Managemen g Director of InterWest Management Partner ent Partners VII, LLC) | |
| 2 | CHECK THE | APPROPR | IATE BOX IF A MEMBER OF A GROUP* | (-) |
| | | | | (a) _ (b) _ |
| 3 | SEC USE ON | ILY | | |
| 4 | CITIZENSHI | P OR PL | ACE OF ORGANIZATION | |
| | United Sta | ites | | |
| | | 5 | SOLE VOTING POWER | |

| | | | 0 | | | | | | |
|---------------------------|--|------------------------------------|---|--|--|--|--|--|--|
| | BER OF ARES ICIALLY | 6 | SHARED VOTING POWER | | | | | | |
| BENEF | | | 4,957,381 | | | | | | |
| | ED BY ACH | 7 | SOLE DISPOSITIVE POWER | | | | | | |
| | ORTING RSON | | 0 | | | | | | |
| W | ITH | 8 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | 4,957,381 | | | | | | |
| 9 | AGGREGATE A | MOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 4,957,381 | | | | | | | | |
| 10 | CHECK BOX I | F THE | AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | |
| | _ | | | | | | | | |
| 11 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (9) | | | | | | |
| | 11.9% | | | | | | | | |
| 12 | TYPE OF REP | ORTING | PERSON* | | | | | | |
| | IN | | | | | | | | |
| | | * | SEE INSTRUCTION BEFORE FILLING OUT! | | | | | | |
| shall benef Section | be deemed t icial owner on 13(d) of purpose, an | o con of an the So d such | nis statement on Schedule 13G nor any of its contents stitute an admission by Arnold L. Oronsky that he is the y of the Common Stock referred to herein for purposes of ecurities Exchange Act of 1934, as amended, or for any beneficial ownership is expressly disclaimed, except to iary interest. | | | | | | |
| | | | Page 18 of 25 pages | | | | | | |
| CUSIP | No. 883381 | 10 5 | Page 19 of 25 Pages | | | | | | |
| 1 | NAMES OF RE | | G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | |
| | Thomas L. R | osch (| a Managing Director of InterWest Management Partners VII, | | | | | | |
| 2 | CHECK THE A | PPROPR | IATE BOX IF A MEMBER OF A GROUP* | | | | | | |
| | | | (a) _ (b) _ | | | | | | |
| 3 | SEC USE ONL | | | | | | | | |
| 4 | CITIZENSHIP | OR PL | ACE OF ORGANIZATION | | | | | | |

United States

| | | 5 | SOLE VOTING POWER |
|---|--------------------------|----------|--|
| | | | 0 |
| | BER OF | 6 | SHARED VOTING POWER |
| BENEF | ARES ICIALLY ED BY | | 1,518,478 |
| E | ACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING PERSON WITH | | | 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* |
| 1_1 | | | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOU | | | REPRESENTED BY AMOUNT IN ROW (9) |
| | 3.6% | | |
| 12 | TYPE OF RI | EPORTING | |
| | IN | | |
| | | * | SEE INSTRUCTION BEFORE FILLING OUT! |

Neither the filing of this statement on Schedule 13G nor any of its contents shall be deemed to constitute an admission by Thomas L. Rosch that he is the beneficial owner of any of the Common Stock referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed, except to the extent of his pecuniary interest.

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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 V, LP ("IWP V")
InterWest Management Partners V, LP ("IMP V")
InterWest Partners VI, LP ("IWP VI")

InterWest Investors VI, LP ("II VI")

InterWest Partners VII, LP ("IWP VII")

InterWest Management Partners VI, LLC ("IMP VI")

```
InterWest Investors VII, LP ("II VII")
       InterWest Management Partners VII, LLC ("IMP VII")
       Stephen C. Bowsher ("Bowsher")
       Harvey B. Cash ("Cash")
       Philip T. Gianos ("Gianos")
       Wallace R Hawley ("Hawley")
       W. Scott Hedrick ("Hedrick")
       W. Stephen Holmes ("Holmes")
       Gilbert H. Kliman ("Kliman")
       Robert R. Momsen ("Momsen")
       Arnold L. Oronsky ("Oronsky")
       Thomas L. Rosch ("Rosch")
      Address of Principal Business Office or, if none, Residence:
(b)
       2710 Sand Hill Road
       Second Floor
       Menlo Park, CA 94025
                        Page 20 of 25 pages
      Citizenship/Place of Organization:
(C)
      IWP V:
                California
       IMP V:
                California
       IWP VI:
                California
       II VI:
                California
       IMP VI:
                California
       IWP VII:
                California
       II VII:
                California
       IMP VII:
                California
                United States
       Bowsher:
      Cash:
                United States
      Gianos:
                United States
                United States
       Hawley
      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
     CUSIP Number: 883381 10 5
Item 3. Not applicable.
Item 4. Ownership.
IWP V IMP VI II VI IMP VI IWP VII II
(a) Beneficial
```

| | Ownership | 100,306 | 100,306 | 3,237,103 | 101,494 | 3,338,597 | 1,449,082 | |
|-----|--------------------------------|---------|---------|-----------|---------|-----------|-----------|--|
| (b) | Percentage of Class | 0.2% | 0.2% | 7.8% | 0.2% | 8.0% | 3.5% | |
| (c) | Sole Voting Power | 100,306 | 100,306 | 3,237,103 | 101,494 | 3,338,597 | 1,449,082 | |
| | Shared Voting Power | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Sole Dispositive Power | 100,306 | 100,306 | 3,237,103 | 101,494 | 3,338,597 | 1,449,082 | |
| | Shared Dispositive Power | 0 | 0 | 0 | 0 | 0 | 0 | |

Page 21 of 25 pages

| | | Bowsher Rosch | Cash | Hawley | Hedrick | Momsen | Kliman | Ind |
|--------|------------------------------|------------------|-----------|---------|-----------|-------------|-----------|-----|
| (a) | Beneficial Ownership | 1,518,478 | 4,888,839 | 100,306 | 4,968,263 | 3,678,550** | 4,867,075 | |
| (b) | Percentage of Class | 3.6% | 11.7% | 0.2% | 11.9% | 8.8% | 11.7% | |
| (c) | Sole Voting Power | 0 | 31,764 | 0 | 10,882 | 239,647** | 10,000 | |
| | Shared Voting Power | 1,518,478 | 4,857,075 | 100,306 | 4,957,381 | 3,438,903 | 4,857,075 | |
| | Sole Dispositive Power | 0 | 31,764 | 0 | 10,882 | 239,647** | 10,000 | |
| ====== | Shared Dispositive Power | 1,518,478 | 4,857,075 | 100,306 | 4,957,381 | 3,438,903 | 4,857,075 | === |

^{*}Individuals included in this column are Gianos, Holmes, and Oronsky all of whom are General Partners of IMP V and Managing Directors of IMP VI and IMP VII.

^{**}Momsen includes options exercisable through 2/29/04 representing 35,000 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 agreement of IMP V, and the limited liability operating agreements of IMP VI and IMP VII, the general partners and/or limited partners of such partnerships and the members of such limited liability companies have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer beneficially owned by such partnerships and limited liability companies.

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.

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Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

EXHIBITS

A. Joint Filing Statement

Page 23 of 25 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 ____, 2004

INTERWEST PARTNERS V, LP

By: InterWest Management Partners V, LP By: /s/ Stephen C. Bowsher

Name: Stephen C. Bowsher

By: /s/ W. Stephen Holmes

General Partner

By: /s/ Harvey B. Cash

Name: Harvey B. Cash

Name: Harvey B.

| | Lagar rilling. INTERIORET TATTINETTO VIET TOTTIN | 50 10a//t | |
|--------|--|-----------|-----------------------|
| | | By: | /s/ Philip T. Gianos |
| By: | /s/ W. Stephen Holmes | Name: | Philip T. Gianos |
| | General Partner | By: | /s/ Wallace R. Hawley |
| INTER | WEST PARTNERS VI, LP | Name: | Wallace R. Hawley |
| By: | InterWest Management Partners VI, LLC | By: | /s/ W. Scott Hedrick |
| | By: /s/ W. Stephen Holmes | Name: | W. Scott Hedrick |
| | Managing Director | By: | /s/ W. Stephen Holmes |
| TAITED | WEST INVESTIGATION OF THE | Name: | W. Stephen Holmes |
| INIEK | WEST INVESTORS VI, LP | By: | /s/ Gilbert H. Kliman |
| By: | InterWest Management Partners VI, LLC | Name: | Gilbert H. Kliman |
| | By: /s/ W. Stephen Holmes | By: | /s/ Robert R. Momsen |
| | Managing Director | Name: | |
| INTER | WEST MANAGEMENT PARTNERS VI, LLC | By: | /s/ Arnold L. Oronsky |
| By: | /s/ W. Stephen Holmes | Name: | Arnold L. Oronsky |
| | Managing Director | By: | /s/ Thomas L. Rosch |
| INTER | WEST PARTNERS VII, LP | Name: | Thomas L. Rosch |
| By: | InterWest Management Partners VII, LLC | | |
| | By: /s/ W. Stephen Holmes | | |
| | Managing Director | | |
| INTER | WEST INVESTORS VII, LP | | |
| By: | InterWest Management Partners VII, LLC | | |

By: /s/ W. Stephen Holmes _____

Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

/s/ W. Stephen Holmes _____ Managing Director

Page 24 of 25 pages

EXHIBIT A

JOINT FILING STATEMENT

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

Date: February ____, 2004

By: InterWest Management Partners VII, LLC

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST PARTNERS V, LP

By: InterWest Management Partners V, LP By: /s/ Stephen C. Bowsher Name: Stephen C. Bowsher By: /s/ W. Stephen Holmes ______ /s/ Harvey B. Cash General Partner By: Name: Harvey B. Cash INTERWEST MANAGEMENT PARTNERS V, LP By: /s/ Philip T. Gianos By: /s/ W. Stephen Holmes Name: Philip T. Gianos _____ General Partner By: /s/ Wallace R. Hawley _____ INTERWEST PARTNERS VI, LP Name: Wallace R. Hawley By: InterWest Management Partners VI, LLC By: /s/ W. Scott Hedrick Name: W. Scott Hedrick By: /s/ W. Stephen Holmes _____ Managing Director /s/ W. Stephen Holmes By: _____ W. Stephen Holmes Name: INTERWEST INVESTORS VI, LP /s/ Gilbert H. Kliman InterWest Management Partners VI, LLC Gilbert H. Kliman By: Name: By: /s/ W. Stephen Holmes By: /s/ Robert R. Momsen Managing Director Name: Robert R. Momsen INTERWEST MANAGEMENT PARTNERS VI, LLC By: /s/ Arnold L. Oronsky Name: Arnold L. Oronsky By: /s/ W. Stephen Holmes -----Managing Director By: /s/ Thomas L. Rosch Name: Thomas L. Rosch INTERWEST PARTNERS VII, LP

INTERWEST INVESTORS VII, LP

By: InterWest Management Partners VII, LLC

By: /s/ W. Stephen Holmes

Managing Director

INTERWEST MANAGEMENT PARTNERS VII, LLC

By: /s/ W. Stephen Holmes

Managing Director

Page 25 of 25 pages