

EVNIN LUKE
Form 3/A
July 26, 2005

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)

1. Name and Address of Reporting Person *

Â MPM BIOVENTURES II QP LP

(Last) (First) (Middle)

C/O MPM ASSET MANAGEMENT,Â 111 HUNTINGTON AVE., 31ST FLOOR

(Street)

BOSTON,Â MAÂ 02199

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/25/2004

3. Issuer Name and Ticker or Trading Symbol
CRITICAL THERAPEUTICS INC [CRTX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)
05/25/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

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)

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)

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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	9,280,000 (2)	\$ 0 (1)	I	See Footnotes (2)
Series B Convertible Preferred Stock	Â (3)	Â (3)	Common Stock	5,500,000 (4)	\$ 0 (3)	I	See Footnotes (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
MPM BIOVENTURES II GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT INVESTORS 2001 LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
GADICKE ANSBERT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON,Â MAÂ 02199	Â	Â X	Â	Â
STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR	Â	Â X	Â	Â

BOSTON, MA 02199

WHEELER KURT

C/O MPM ASSET MANAGEMENT

111 HUNTINGTON AVE., 31ST FLOOR

BOSTON, MA 02199

^ ^ X ^ ^

EVNIN LUKE

C/O MPM ASSET MANAGEMENT

111 HUNTINGTON AVE., 31ST FLOOR

BOSTON, MA 02199

^ ^ X ^ ^

Signatures

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P /s/ Luke Evnin

07/25/2005

__Signature of Reporting Person

Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P /s/ Luke Evnin

07/25/2005

__Signature of Reporting Person

Date

By Luke Evnin, member of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures GmbH and Co. Parallel-Beteiligungs KG /s/ Luke Evnin

07/25/2005

__Signature of Reporting Person

Date

By Luke Evnin, manager of MPM Asset Management Investors 2001 LLC /s/ Luke Evnin

07/25/2005

__Signature of Reporting Person

Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin

07/25/2005

__Signature of Reporting Person

Date

By Luke Evnin, manager of MPM Asset Management II, LLC /s/ Luke Evnin

07/25/2005

__Signature of Reporting Person

Date

/s/ Ansbert Gadicke

07/25/2005

__Signature of Reporting Person

Date

/s/ Michael Steinmetz

07/25/2005

__Signature of Reporting Person

Date

/s/ Kurt Wheeler

07/25/2005

__Signature of Reporting Person

Date

/s/ Luke Evnin

07/25/2005

__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) Each share of Series A Convertible Preferred Stock will convert automatically on a 3.75 for 1 basis into shares of Common Stock prior to the Issuer's initial public offering.

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Does not reflect the conversion of the Series A Convertible Preferred Stock into Common Stock. The shares are held as follows:

6,256,576 by MPM BioVentures II-QP, L.P. ("BV II QP"), 690,432 by MPM BioVentures II, L.P. ("BV II"), 129,920 by MPM Asset Management Investors 2001 LLC ("AM 2001") and 2,203,072 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. ("AM II GP") and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM II LLC and AM 2001. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

- (2) Each share of Series B Convertible Preferred Stock will convert automatically on a 3.75 for 1 basis into shares of Common Stock prior to the Issuer's initial public offering.

Does not reflect the conversion of the Series A Convertible Preferred Stock into Common Stock. The shares are held as follows:

3,708,100 by BV II QP, 409,200 by BV II, 77,000 by AM 2001 and 1,305,700 by BV KG. AM II GP and AM II LLC are the direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the members of AM II LLC and AM 2001. Each member of the group disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein.

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Remarks:

ThisÂ amendmentÂ isÂ beingÂ filedÂ solelyÂ toÂ correctÂ theÂ misfilingÂ underÂ theÂ wrongÂ EDGARÂ codesÂ forÂ

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

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