MAP Pharmaceuticals, Inc. Form 4

May 27, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SOROS FUND MANAGEMENT LLC

(First)

2. Issuer Name and Ticker or Trading Symbol

MAP Pharmaceuticals, Inc. [MAPP]

3. Date of Earliest Transaction

(Month/Day/Year) 05/22/2008

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

10% Owner

888 SEVENTH AVENUE, 31ST **FLOOR** 

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

Form filed by One Reporting Person X Form filed by More than One Reporting

NEW YORK, NY 10106

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

(A)

or

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	r) (Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	of			(
			Code V	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.19	05/22/2008	<u>J(1)(2)</u>	7,500	<u>(1)</u>	05/21/2018	Common Stock	7,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Function	Director	10% Owner	Officer	Other		
SOROS FUND MANAGEMENT LLC 888 SEVENTH AVENUE 31ST FLOOR NEW YORK, NY 10106		X				
SOROS GEORGE 888 SEVENTH AVE 31ST FLR NEW YORK, NY 10106		X				
Soros Robert C/O SOROS FUND MANAGEMENT LLC 888 SEVENTH AVENUE, 31ST FLOOR NEW YORK, NY 10106		X				
SOROS JONATHAN T ALLAN C/O SOROS FUND MANAGEMENT LLC 888 SEVENTH AVENUE, 31ST FLOOR NEW YORK, NY 10106		X				

# **Signatures**

/s/ Jodye M. Anzalotta, Assistant General Counsel of Soros Fund Management LLC (3)					
**Signature of Reporting Person	Date				
/s/ Jodye M. Anzalotta, Attorney-in-Fact for George Soros (4)	05/27/2008				
**Signature of Reporting Person	Date				
/s/ Jodye M. Anzalotta, Attorney-in-Fact for Robert Soros (5)	05/27/2008				
**Signature of Reporting Person	Date				
/s/ Jodye M. Anzalotta, Attorney-in-Fact for Jonathan Soros (6)	05/27/2008				

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\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- Represents a director option to purchase 7,500 shares of common stock issued to Steven A. Elms. The option is exercisable as it vests:

  1/12th of the total number of option shares becomes exercisable cumulatively each month following the grant date over the following 12 months, so that the entire number of option shares will become fully vested and exercisable on the one year anniversary from the grant date on the condition that vesting continue while the director remains a member of the board of directors of the issuer.
- The option is held for the benefit of an entity of which Soros Fund Management LLC ("SFM LLC"), a Delaware limited liability company, may be deeded to be affiliated. Mr. George Soros serves as Chairman of SFM LLC, Mr. Robert Soros serves as Deputy Chairman of SFM LLC, and Mr. Jonathan Soros serves as President and Deputy Chairman of SFM LLC.

#### **Remarks:**

Pursuant to Rule 16a-1(a)(2)(ii)(B) under the Securities Exchange Act of 1934, as amended (the "Act"), SFM LLC, Mr. Georg Soros, Mr. Robert Soros and Mr. Jonathan Soros may be deemed to be the beneficial owners of the securities reported herein only to the extent of his or its pecuniary interest therein. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that SFM LLC, Mr. George Soros, Mr. Robert Soros or Mr. Jonathan Soros are, for purposes of Section 16 of the Act or otherwise, the beneficial owners of any securities reported herein in excess of such amount.

- (3) Jodye M. Anzalotta is signing in her capacity as Ass't General Counsel of Soros Fund Management LLC.
- (4) Jodye M. Anzalotta is signing in her capacity as Attorney-in-Fact for Mr. George Soros.
- (5) Jodye M. Anzalotta is signing in her capacity as Attorney-in-Fact for Mr. Robert Soros.
- (6) Jodye M. Anzalotta is signing in her capacity as Attorney-in-Fact for Mr. Jonathan Soros.

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.

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