

VIACELL INC
Form SC 13G/A
February 14, 2007

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

VIACELL, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

92554J105

(CUSIP Number)

DECEMBER 31, 2006

(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).

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CUSIP No. 92554J105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
TD Javelin Capital Fund, L.P. IRS # 63-1127910
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x (1)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware, United States of America
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
0 |
| | 6. | Shared Voting Power
2,288,221 (2) |
| | 7. | Sole Dispositive Power
0 |
| | 8. | Shared Dispositive Power
2,288,221 (2) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,288,221 (2)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
5.92% (3)
12. Type of Reporting Person (See Instructions)
PN

(1) This Schedule is filed by TD Javelin Capital Fund, L.P., JVP, L.P., JVP, Inc., TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., TD II Regional Partners, Inc., Tullis-Dickerson Capital Focus II, L.P., Tullis-Dickerson Partners II, L.L.C., Joan P. Neuscheler, James L. L. Tullis, Thomas P. Dickerson, Lyle A. Hohnke and Timothy M. Buono (collectively, the Tullis-Dickerson Entities). The Tullis-Dickerson Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 829,500 shares owned by TD Javelin Capital Fund, L.P.; (ii) 613,654 shares owned by TD Javelin Capital Fund II, L.P.; (iii) 558,317 shares owned by TD Lighthouse Capital Fund, L.P.; (iv) 1,750 shares owned by Tullis-Dickerson Partners II, L.L.C., (v) a fully-exercisable warrant to purchase 250,000 shares of common stock owned by TD Javelin Capital Fund, L.P.; (vi) 15,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 20,000 shares of common stock that vests in four equal annual installments beginning on April 14, 2004 held directly by James L. L. Tullis for the benefit of TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., Tullis-Dickerson Capital Focus II, L.P., and JVP, L.P. (the TD Partnerships); (vii) 10,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 10,000 shares of common stock that vests in twelve equal monthly installments beginning on June 9, 2005 held directly by James L. L. Tullis for the benefit of the TD Partnerships; and (viii) 10,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 15,000 shares of common stock that vests in twelve equal monthly installments beginning on May 19, 2006 held directly by James L.L. Tullis for the benefit of the TD Partnerships. James L. L. Tullis, Thomas P. Dickerson, Joan P. Neuscheler, Timothy M. Buono and Lyle A. Hohnke share voting and/or dispositive power over all such shares. These individuals disclaim beneficial

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ownership of the shares owned by the above entities except to the extent of their proportionate pecuniary interests therein.

(3) This percentage is calculated based upon the aggregate of 38,433,168 shares of the Issuer's common stock outstanding (as of November 7, 2006), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2006, plus 250,000 shares of common stock issuable under a fully-exercisable warrant owned by TD Javelin Capital Fund, L.P.

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CUSIP No. 92554J105

- | | |
|---|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
JVP, L.P. - IRS # 06-1477520 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/> o
(b) <input checked="" type="radio"/> x (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. Sole Voting Power
0 |
| | 6. Shared Voting Power
2,288,221 (2) |
| | 7. Sole Dispositive Power
0 |
| | 8. Shared Dispositive Power
2,288,221 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,288,221 (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> 0 |
| 11. | Percent of Class Represented by Amount in Row (9)
5.92% (3) |
| 12. | Type of Reporting Person (See Instructions)
PN |

(1) This Schedule is filed by TD Javelin Capital Fund, L.P., JVP, L.P., JVP, Inc., TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., TD II Regional Partners, Inc., Tullis-Dickerson Capital Focus II, L.P., Tullis-Dickerson Partners II, L.L.C., Joan P. Neuscheler, James L. L. Tullis, Thomas P. Dickerson, Lyle A. Hohnke and Timothy M. Buono (collectively, the Tullis-Dickerson Entities). The Tullis-Dickerson Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 829,500 shares owned by TD Javelin Capital Fund, L.P.; (ii) 613,654 shares owned by TD Javelin Capital Fund II, L.P.; (iii) 558,317 shares owned by TD Lighthouse Capital Fund, L.P.; (iv) 1,750 shares owned by Tullis-Dickerson Partners II, L.L.C., (v) a fully-exercisable warrant to purchase 250,000 shares of common stock owned by TD Javelin Capital Fund, L.P.; (vi) 15,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 20,000 shares of common stock that vests in four equal annual installments beginning on April 14, 2004 held directly by James L. L. Tullis for the benefit of TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., Tullis-Dickerson Capital Focus II, L.P., and JVP, L.P. (the TD Partnerships); (vii) 10,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 10,000 shares of common stock that vests in twelve equal monthly installments beginning on June 9, 2005 held directly by James L. L. Tullis for the benefit of the TD Partnerships; and (viii) 10,000 shares of common stock that have vested or will vest within 60 days under an

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employee stock option to purchase a total of 15,000 shares of common stock that vests in twelve equal monthly installments beginning on May 19, 2006 held directly by James L.L. Tullis for the benefit of the TD Partnerships. James L. L. Tullis, Thomas P. Dickerson, Joan P. Neuscheler, Timothy M. Buono and Lyle A. Hohnke share voting and/or dispositive power over all such shares. These individuals disclaim beneficial ownership of the shares owned by the above entities except to the extent of their proportionate pecuniary interests therein.

(3) This percentage is calculated based upon the aggregate of 38,433,168 shares of the Issuer's common stock outstanding (as of November 7, 2006), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2006, plus 250,000 shares of common stock issuable under a fully-exercisable warrant owned by TD Javelin Capital Fund, L.P.

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CUSIP No. 92554J105

- | | |
|-----|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
JVP, Inc. - IRS # 06-1447518 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/> o
(b) <input checked="" type="radio"/> x (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| 5. | Sole Voting Power
0 |
| 6. | Shared Voting Power
2,288,221 (2) |
| 7. | Sole Dispositive Power
0 |
| 8. | Shared Dispositive Power
2,288,221 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,288,221 (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> 0 |
| 11. | Percent of Class Represented by Amount in Row (9)
5.92% (3) |
| 12. | Type of Reporting Person (See Instructions)
CO |

(1) This Schedule is filed by TD Javelin Capital Fund, L.P., JVP, L.P., JVP, Inc., TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., TD II Regional Partners, Inc., Tullis-Dickerson Capital Focus II, L.P., Tullis-Dickerson Partners II, L.L.C., Joan P. Neuscheler, James L. L. Tullis, Thomas P. Dickerson, Lyle A. Hohnke and Timothy M. Buono (collectively, the Tullis-Dickerson Entities). The Tullis-Dickerson Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 829,500 shares owned by TD Javelin Capital Fund, L.P.; (ii) 613,654 shares owned by TD Javelin Capital Fund II, L.P.; (iii) 558,317 shares owned by TD Lighthouse Capital Fund, L.P.; (iv) 1,750 shares owned by Tullis-Dickerson Partners II, L.L.C., (v) a fully-exercisable warrant to purchase 250,000 shares of common stock owned by TD Javelin Capital Fund, L.P.; (vi) 15,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 20,000 shares of common stock that vests in four equal annual installments beginning on April 14, 2004 held directly by James L. L. Tullis for the benefit of TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., Tullis-Dickerson Capital Focus II, L.P., and JVP, L.P. (the TD Partnerships); (vii) 10,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 10,000 shares of common stock that vests in twelve equal monthly installments beginning on June 9, 2005 held directly by James L. L. Tullis for the benefit of the TD Partnerships; and (viii) 10,000 shares of common stock that have vested or will vest within 60 days under an

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CUSIP No. 92554J105

- | | |
|---|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
TD Javelin Capital Fund II, L.P. IRS # 63-1215723 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/> o
(b) <input checked="" type="radio"/> x (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. Sole Voting Power
0 |
| | 6. Shared Voting Power
2,288,221 (2) |
| | 7. Sole Dispositive Power
0 |
| | 8. Shared Dispositive Power
2,288,221 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,288,221 (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> o |
| 11. | Percent of Class Represented by Amount in Row (9)
5.92% (3) |
| 12. | Type of Reporting Person (See Instructions)
PN |

(1) This Schedule is filed by TD Javelin Capital Fund, L.P., JVP, L.P., JVP, Inc., TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., TD II Regional Partners, Inc., Tullis-Dickerson Capital Focus II, L.P., Tullis-Dickerson Partners II, L.L.C., Joan P. Neuscheler, James L. L. Tullis, Thomas P. Dickerson, Lyle A. Hohnke and Timothy M. Buono (collectively, the Tullis-Dickerson Entities). The Tullis-Dickerson Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 829,500 shares owned by TD Javelin Capital Fund, L.P.; (ii) 613,654 shares owned by TD Javelin Capital Fund II, L.P.; (iii) 558,317 shares owned by TD Lighthouse Capital Fund, L.P.; (iv) 1,750 shares owned by Tullis-Dickerson Partners II, L.L.C., (v) a fully-exercisable warrant to purchase 250,000 shares of common stock owned by TD Javelin Capital Fund, L.P.; (vi) 15,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 20,000 shares of common stock that vests in four equal annual installments beginning on April 14, 2004 held directly by James L. L. Tullis for the benefit of TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., Tullis-Dickerson Capital Focus II, L.P., and JVP, L.P. (the TD Partnerships); (vii) 10,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 10,000 shares of common stock that vests in twelve equal monthly installments beginning on June 9, 2005 held directly by James L. L. Tullis for the benefit of the TD Partnerships; and (viii) 10,000 shares of common stock that have vested or will vest within 60 days under an

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CUSIP No. 92554J105

- | | |
|---|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
TD Origen Capital Fund, L.P. IRS # 85-0458133 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/> o
(b) <input checked="" type="radio"/> x (1) |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware, United States of America |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. Sole Voting Power
0 |
| | 6. Shared Voting Power
2,288,221 (2) |
| | 7. Sole Dispositive Power
0 |
| | 8. Shared Dispositive Power
2,288,221 (2) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
2,288,221 (2) |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> o |
| 11. | Percent of Class Represented by Amount in Row (9)
5.92% (3) |
| 12. | Type of Reporting Person (See Instructions)
PN |

(1) This Schedule is filed by TD Javelin Capital Fund, L.P., JVP, L.P., JVP, Inc., TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., TD II Regional Partners, Inc., Tullis-Dickerson Capital Focus II, L.P., Tullis-Dickerson Partners II, L.L.C., Joan P. Neuscheler, James L. L. Tullis, Thomas P. Dickerson, Lyle A. Hohnke and Timothy M. Buono (collectively, the Tullis-Dickerson Entities). The Tullis-Dickerson Entities expressly disclaim status as a group for purposes of this Schedule 13G.

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(3) This percentage is calculated based upon the aggregate of 38,433,168 shares of the Issuer's common stock outstanding (as of November 7, 2006), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2006, plus 250,000 shares of common stock issuable under a fully-exercisable warrant owned by TD Javelin Capital Fund, L.P.

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CUSIP No. 92554J105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
TD Lighthouse Capital Fund, L.P. IRS # 06-1534768
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b) (1)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware, United States of America
- | | | | |
|---|----|--|--------------------------|
| | 5. | | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | | | 0 |
| | 6. | | Shared Voting Power |
| | | | 2,288,221 (2) |
| | 7. | | Sole Dispositive Power |
| | | | 0 |
| | 8. | | Shared Dispositive Power |
| | | | 2,288,221 (2) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,288,221 (2)
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
5.92% (3)
 12. Type of Reporting Person (See Instructions)
PN

(1) This Schedule is filed by TD Javelin Capital Fund, L.P., JVP, L.P., JVP, Inc., TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., TD II Regional Partners, Inc., Tullis-Dickerson Capital Focus II, L.P., Tullis-Dickerson Partners II, L.L.C., Joan P. Neuscheler, James L. L. Tullis, Thomas P. Dickerson, Lyle A. Hohnke and Timothy M. Buono (collectively, the Tullis-Dickerson Entities). The Tullis-Dickerson Entities expressly disclaim status as a group for purposes of this Schedule 13G.

(2) Includes: (i) 829,500 shares owned by TD Javelin Capital Fund, L.P.; (ii) 613,654 shares owned by TD Javelin Capital Fund II, L.P.; (iii) 558,317 shares owned by TD Lighthouse Capital Fund, L.P.; (iv) 1,750 shares owned by Tullis-Dickerson Partners II, L.L.C., (v) a fully-exercisable warrant to purchase 250,000 shares of common stock owned by TD Javelin Capital Fund, L.P.; (vi) 15,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 20,000 shares of common stock that vests in four equal annual installments beginning on April 14, 2004 held directly by James L. L. Tullis for the benefit of TD Javelin Capital Fund II, L.P., TD Origen Capital Fund, L.P., TD Lighthouse Capital Fund, L.P., Tullis-Dickerson Capital Focus II, L.P., and JVP, L.P. (the TD Partnerships); (vii) 10,000 shares of common stock that have vested or will vest within 60 days under an employee stock option to purchase a total of 10,000 shares of common stock that vests in twelve equal monthly installments beginning on June 9, 2005 held directly by James L. L. Tullis for the benefit of the TD Partnerships; and (viii) 10,000 shares of common stock that have vested or will vest within 60 days under an

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(3) This percentage is calculated based upon the aggregate of 38,433,168 shares of the Issuer's common stock outstanding (as of November 7, 2006), as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 14, 2006, plus 250,000 shares of common stock issuable under a fully-exercisable warrant owned by TD Javelin Capital Fund, L.P.

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CUSIP No. 92554J105

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
TD II Regional Partners, Inc. IRS # 06-1534765
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) x (1)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware, United States of America

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With