

METABASIS THERAPEUTICS INC

Form 4

April 18, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
INTERWEST PARTNERS VII L P

2. Issuer Name and Ticker or Trading Symbol
METABASIS THERAPEUTICS INC [MBRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

2710 SAND HILL ROAD, SECOND FLOOR

04/16/2008

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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

MENLO PARK, CA 94025

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common	04/16/2008		P	945,577 A \$ 2.34	3,456,030	D (1)	
Common	04/16/2008		P	45,239 A \$ 2.34	165,459	I (2)	By InterWest Investors VII, L.P.
Common	04/16/2008		X	118,759 A \$ 2.34	3,574,789	D (1)	
Common	04/16/2008		X	142,493 A \$ 2.34	3,717,282	D (1)	

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Common	04/16/2008		X	5,687	A	\$ 2.34	171,146	I ⁽²⁾	By InterWest Investors VII, L.P.
Common	04/16/2008		X	6,824	A	\$ 2.34	177,970	I ⁽²⁾	By InterWest Investors VII, L.P.
Common							50,000	I	See Footnote 3 <u>(3)</u>

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock Warrant (Right to Buy)	\$ 8.694	04/16/2008		H ⁽⁴⁾	118,759	06/16/2004	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 6.74	04/16/2008		H ⁽⁴⁾	142,493	03/29/2006	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 8.694	04/16/2008		H ⁽⁴⁾	5,687	06/16/2004	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 6.74	04/16/2008		H ⁽⁴⁾	6,824	03/29/2006	04/16/2008	Common Stock

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Buy)								
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008	<u>P</u> ⁽⁴⁾	118,759		04/16/2008	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008	<u>P</u> ⁽⁴⁾	142,493		04/16/2008	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008	<u>P</u> ⁽⁴⁾	5,687		04/16/2008	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008	<u>P</u> ⁽⁴⁾	6,824		04/16/2008	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008	<u>X</u> ⁽⁴⁾	118,759		04/16/2008	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008	<u>X</u> ⁽⁴⁾	142,493		04/16/2008	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008	<u>X</u> ⁽⁴⁾	5,687		04/16/2008	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 2.34	04/16/2008	<u>X</u> ⁽⁴⁾	6,824		04/16/2008	04/16/2008	Common Stock
Common Stock Warrant (Right to Buy)	\$ 2.69	04/16/2008	P	312,173		10/16/2008	04/16/2013	Common Stock

Common Stock Warrant (Right to Buy)	\$ 2.69	04/16/2008	P	14,937	10/16/2008	04/16/2013	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INTERWEST PARTNERS VII L P 2710 SAND HILL ROAD SECOND FLOOR MENLO PARK, CA 94025		X		
InterWest Investors VII, LP 2710 SAND HILL ROAD SECOND FLOOR MENLO PARK, CA 94025		X		
INTERWEST MANAGEMENT PARTNERS VII LLC 2710 SAND HILL ROAD SECOND FLOOR MENLO PARK, CA 94025		X		
CASH HARVEY B 2710 SAND HILL ROAD SECOND FLOOR MENLO PARK, CA 94025		X		
GIANOS PHILIP T 2710 SAND HILL ROAD SECOND FLOOR MENLO PARK, CA 94025		X		
HEDRICK W SCOTT 2710 SAND HILL ROAD SECOND FLOOR MENLO PARK, CA 94025		X		
Holmes W Stephen 2710 SAND HILL ROAD SECOND FLOOR MENLO PARK, CA 94025		X		
Kliman Gilbert H 2710 SAND HILL ROAD SECOND FLOOR MENLO PARK, CA 94025		X		
Rosch Thomas L 2710 SAND HILL ROAD SECOND FLOOR		X		

MENLO PARK, CA 94025

Signatures

/s/ W. Stephen Holmes, Managing Director	04/18/2008
__Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	04/18/2008
__Signature of Reporting Person	Date
/s/ W. Stephen Holmes, Managing Director	04/18/2008
__Signature of Reporting Person	Date
/s/ Harvey B. Cash by Karen A. Wilson Power of Attorney	04/18/2008
__Signature of Reporting Person	Date
/s/ Philip T. Gianos	04/18/2008
__Signature of Reporting Person	Date
/s/ W. Scott Hedrick by Karen A. Wilson Power of Attorney	04/18/2008
__Signature of Reporting Person	Date
/s/ W. Stephen Holmes	04/18/2008
__Signature of Reporting Person	Date
/s/ W. Gilbert H. Kliman	04/18/2008
__Signature of Reporting Person	Date
/s/ Thomas L. Rosch	04/18/2008
__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).

(1) The shares are owned by InterWest Partners VII, L.P. ("IW7"). InterWest Management Partners VII, LLC ("IMP7") is the general partner of IW7. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman, Arnold L. Oronsky, and Thomas L. Rosch are Managing Directors of IMP7. Each of the reporting persons disclaims ownership of the shares reported, except to the extent of their pecuniary interest therein.

(2) The shares are owned by InterWest Investors VII, L.P. ("II7"). InterWest Management Partners VII, LLC ("IMP7") is the general partner of II7. Harvey B. Cash, Philip T. Gianos, W. Scott Hedrick, W. Stephen Holmes, Gilbert H. Kliman, Arnold L. Oronsky, and Thomas L. Rosch are Managing Directors of IMP7. Each of the reporting persons disclaims ownership of the shares reported, except to the extent of their pecuniary interest therein.

(3) The shares are owned by InterWest Venture Management Co PSRP fbo Harvey B. Cash.

(4) In connection with a private placement of shares of the Company's common stock, the Company agreed to lower the exercise price of certain outstanding warrants in exchange for the immediate exercise of those warrants.

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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