

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

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OMB APPROVAL  
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hours per response.....11  
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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. 3)\*

Aerogen, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

007779 10 1

-----  
(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)
- 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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InterWest Investors VI, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

	5	SOLE VOTING POWER	
		7,497	
NUMBER OF	6	SHARED VOTING POWER	
SHARES		0	
BENEFICIALLY			
OWNED BY			
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		7,497	
PERSON			
WITH	8	SHARED DISPOSITIVE POWER	
		0	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,497

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

Page 3 of 15 pages

CUSIP No. 007779 10 1

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

InterWest Management Partners VI, LLC (the general partner of InterWest Partners VI, LP and InterWest Investors VI, LP)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

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(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

252,909

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

252,909

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Harvey B. Cash (a Managing Director of InterWest Management Partners VI,  
LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 252,909

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON\*

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 Harvey B. Cash 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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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Philip T. Gianos (a Managing Director of InterWest Management Partners VI, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

252,909

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON\*

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 Philip T. Gianos 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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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

W. Scott Hedrick (a Managing Director of InterWest Management Partners VI, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	5	SOLE VOTING POWER	
			0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	252,909
	7	SOLE DISPOSITIVE POWER	
			0
	8	SHARED DISPOSITIVE POWER	252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON\*

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 W. Scott Hedrick 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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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

W. Stephen Holmes (a Managing Director of InterWest Management Partners VI, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

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(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY

6 SHARED VOTING POWER

252,909

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON\*

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 W. Stephen Holmes 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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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gilbert H. Kliman (a Venture Member of InterWest Management Partners VI, LLC)



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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER  
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
252,909

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON\*

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 Gilbert H. Kliman 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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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Robert R. Momsen (a Managing Director of InterWest Management Partners VI, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) | | (b) | |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 252,909

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

| |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON\*

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 Robert R. Momsen 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.

1 NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Arnold L. Oronsky (a Managing Director of InterWest Management Partners VI, LLC)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER  
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER  
252,909

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
252,909

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

252,909

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8%

12 TYPE OF REPORTING PERSON\*

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 Arnold L. Oronsky 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.

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(a) Name of Issuer: Aerogen, Inc. ("Issuer")

(b) Address of Issuer's Principal Executive Offices:

2071 Stierlin Court  
Mountain View, CA 94043

Item 2.

(a) Name of Person(s) Filing:

InterWest Partners VI, LP ("IWP VI")  
InterWest Investors VI, LP ("II VI")  
InterWest Management Partners VI, LLC ("IMP VI")  
Harvey B. Cash ("Cash")  
Philip T. Gianos ("Gianos")  
W. Scott Hedrick ("Hedrick")  
W. Stephen Holmes ("Holmes")  
Gilbert H. Kliman ("Kliman")  
Robert R. Momsen ("Momsen")  
Arnold L. Oronsky ("Oronsky")

(b) Address of Principal Business Office or, if none, Residence:

2710 Sand Hill Road  
Second Floor  
Menlo Park, CA 94025

(c) Citizenship/Place of Organization:

IWP VI: California  
II VI: California  
IMP VI: California  
Cash: United States  
Gianos: United States  
Hedrick: United States  
Holmes: United States  
Kliman: United States  
Momsen: United States  
Oronsky: United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 007779 10 1

Item 3. Not applicable.

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Item 4. Ownership.

	IWP VI	II VI	IMP VI	All Other Individuals *
(a) Beneficial				

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	Ownership	245,412	7,497	252,909	252,909
(b)	Percentage of Class	5.6%	0.2%	5.8%	5.8%
(c)	Sole Voting Power	245,412	7,497	252,909	0
	Shared Voting Power	0	0	0	252,909
	Sole Dispositive Power	245,412	7,497	252,909	0
	Shared Dispositive Power	0	0	0	252,909

\*Individuals included in this column are Cash, Gianos, Hedrick, Holmes, Momsen and Oronsky, all of whom are Managing Directors of IMP VI. Also included in this column is Kliman who is a Venture Member of IMP VI.

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 limited liability operating agreement of IMP VI, the members of such limited liability company have the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer beneficially owned by such limited liability company.

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.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable

EXHIBITS

A. Joint Filing Statement

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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 VI, LP

By: InterWest Management Partners VI, LLC By: /s/ Harvey B. Cash
Name: Harvey B. Cash
By: /s/ W. Stephen Holmes
Managing Director By: /s/ Philip T. Gianos
Name: Philip T. Gianos

INTERWEST INVESTORS VI, LP

By: InterWest Management Partners VI, LLC By: /s/ W. Stephen Holmes
Name: W. Stephen Holmes
By: /s/ W. Stephen Holmes
Managing Director By: /s/ Gilbert H. Kliman
Name: Gilbert H. Kliman

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: /s/ W. Stephen Holmes
Managing Director By: /s/ Robert R. Momsen
Name: Robert R. Momsen
By: /s/ Arnold L. Oronsky
Name: Arnold L. Oronsky

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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

INTERWEST PARTNERS VI, LP

By: InterWest Management Partners VI, LLC By: /s/ Harvey B. Cash
Name: Harvey B. Cash
By: /s/ W. Stephen Holmes
Managing Director By: /s/ Philip T. Gianos
Name: Philip T. Gianos

INTERWEST INVESTORS VI, LP

By: /s/ W. Scott Hedrick
Name: W. Scott Hedrick

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By: InterWest Management Partners VI, LLC

By: /s/ W. Stephen Holmes

-----  
Managing Director

INTERWEST MANAGEMENT PARTNERS VI, LLC

By: /s/ W. Stephen Holmes

-----  
Managing Director

By: /s/ W. Stephen Holmes

-----  
Name: W. Stephen Holmes

By: /s/ Gilbert H. Kliman

-----  
Name: Gilbert H. Kliman

By: /s/ Robert R. Momsen

-----  
Name: Robert R. Momsen

By: /s/ Arnold L. Oronsky

-----  
Name: Arnold L. Oronsky

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