

MICROMET, INC.
Form 3
January 16, 2008

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Alvarez-Masterton Sharon Rose | | | (Month/Day/Year) | MICROMET, INC. [MITI] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 13-15 VICTORIA ROAD,Â ST PETER PORT | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| GUERNSEY, GY1 3ZD,Â X0Â | | | | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 3,257,936 | I | By Fund <u>(1)</u> |
| Common Stock | 1,634,877 <u>(2)</u> | I | By Fund <u>(3)</u> |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|------------------------------|--|-------------|
| | | | Title | | | | |
| Common Stock Warrants (right to buy) | 12/19/2007 | 12/19/2012 | Common Stock | 817,439 (4) | \$ 3.09 | I | By Fund (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Alvarez-Masterton Sharon Rose 13-15 VICTORIA ROAD ST PETER PORT GUERNSEY, GY1 3ZD, X0 | Â | Â X | Â | Â |

Signatures

/s/ Sharon Rose
Alvarez-Masterton

01/16/2008

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) The reported securities are owned directly by Omega Fund I, L.P. ("Omega I"). Omega I, Omega Fund GP, Ltd. ("Omega GP"), Omega Fund Management Limited ("Omega Management") and Sigma Holding Limited ("Sigma") have previously reported as ten percent owners. Sharon Rose Alvarez-Masterton ("Alvarez-Masterton") is a ten percent holder, and she is a director of each of (i) Omega GP, which is the general partner of Omega I, (ii) Omega Management, which is the sole shareholder of Omega GP and (iii) Sigma, which is the sole shareholder of Omega Management. Alvarez-Masterton disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

(2) All shares reported herein reflect an issuance of Common Stock by the Issuer on June 22, 2007.

(3) The reported securities are directly held by Omega Fund III, L.P. ("Omega III"). Omega Fund III GP, L.P. ("Omega III GPLP") is the general partner of Omega III. Omega Fund III G.P., Ltd. ("Omega III GPLtd") is the general partner of Omega III GPLP. Omega Management is the sole shareholder of Omega III GPLtd. Sigma is the sole shareholder of Omega Management. Alvarez-Masterton is a director of each of (i) Omega III GPLtd, (ii) Omega Management, and (iii) Sigma. Alvarez-Masterton disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

(4) All shares reported herein reflect an issuance of Warrant in connection with the issuance of Common Stock on June 22, 2007.

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.