

STEINMETZ MICHAEL
Form 3
March 12, 2010

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 MPM BIOVENTURES II QP LP | | | (Month/Day/Year) | AVEO PHARMACEUTICALS INC [AVEO] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O MPM ASSET MANAGEMENT,Â 200 CLARENDON STREET, 54TH FLOOR | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | |
| | | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | |
| | | | | (give title below) | (specify below) |
| BOSTON,Â MAÂ 02116 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" 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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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 (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|------------------|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,037,036 (3) | \$ (2) | I | See Footnote (3) |
| Series B Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 977,850 (4) | \$ (2) | I | See Footnote (4) |
| Series D Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 194,075 (5) | \$ (2) | I | See Footnote (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MPM BIOVENTURES II QP LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | Â | Â X | Â | Â |
| MPM BIOVENTURES II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT II LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT INVESTORS 2002 BVII LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | Â | Â X | Â | Â |
| MPM BIOVENTURES GMBH & CO PARALLEL BETEILIGUNGS KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | Â | Â X | Â | Â |
| MPM ASSET MANAGEMENT II LP C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | Â | Â X | Â | Â |
| EVNIN LUKE C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | Â | Â X | Â | Â |
| | Â | Â X | Â | Â |

GADICKE ANSBERT
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

STEINMETZ MICHAEL
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

^ ^ X ^ ^

WHEELER KURT
 C/O MPM ASSET MANAGEMENT
 200 CLARENDON STREET, 54TH FLOOR
 BOSTON, MA 02116

^ ^ X ^ ^

Signatures

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II-QP, L.P. /s/ Luke Evnin 03/12/2010

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the general partner of MPM BioVentures II, L.P. /s/ Luke Evnin 03/12/2010

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II LLC /s/ Luke Evnin 03/12/2010

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management Investors 2002 BVII LLC /s/ Luke Evnin 03/12/2010

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P., the special limited partner of MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG /s/ Luke Evnin 03/12/2010

__Signature of Reporting Person Date

By Luke Evnin, manager of MPM Asset Management II LLC, the general partner of MPM Asset Management II, L.P. /s/ Luke Evnin 03/12/2010

__Signature of Reporting Person Date

/s/ Luke Evnin 03/12/2010

__Signature of Reporting Person Date

/s/ Ansbert Gadicke 03/12/2010

__Signature of Reporting Person Date

/s/ Michael Steinmetz 03/12/2010

__Signature of Reporting Person Date

/s/ Kurt Wheeler 03/12/2010

__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) These securities are preferred stock of the Issuer and do not have an expiration date. These securities will automatically convert into shares of common stock upon the closing of the Issuer's initial public offering.

(2) Each share of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock and Series D Convertible Preferred Stock will convert automatically into shares of Common Stock on a 0.25 for 1 basis immediately prior to the closing of the Issuer's initial public offering.

(3) The shares, on a post-conversion basis, are held as follows: 701,037 by MPM BioVentures II-QP, L.P. ("BV II QP"), 77,259 by MPM BioVentures II, L.P. ("BV II"), 11,926 by MPM Asset Management Investors 2002 BVII LLC ("AM 2002") and 246,814 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. ("AM II GP") and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Michael Steinmetz and Kurt Wheeler are the investment managers of AM II LLC and AM 2002. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(4) The shares, on a post-conversion basis, are held as follows: 661,027 by BV II QP, 72,850 by BV II, 11,245 by AM 2002 and 232,728 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

(5) The shares, on a post-conversion basis, are held as follows: 131,196 by BV II QP, 14,458 by BV II, 2,231 by AM 2002 and 46,190 by BV KG. Each member of the group disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

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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