

BB BIOVENTURES L P  
Form SC 13G  
February 13, 2006

OMB APPROVAL  
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**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  
(Title of Class of Securities)  
92554J105  
(CUSIP Number)  
December 31, 2005  
(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).

**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.**



CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

BB BioVentures L.P.

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 5,113,335(1)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

5,113,335(1)

SHARED DISPOSITIVE POWER:

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

5,113,335(1)

**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):

13.1%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(1) Includes 544,500 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005.

CUSIP No. 92554J105

**1** NAMES OF REPORTING PERSONS:

MPM BioVentures Parallel Fund, L.P.

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

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)

(b)

**3** SEC USE ONLY:

**4** CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

**5** SOLE VOTING POWER:

NUMBER OF 347,101(2)

**6** SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 0

**7** SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 347,101(2)

**8** SHARED DISPOSITIVE POWER:

WITH: 0

**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

347,101(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):

0.9%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

(2) Includes 12,620 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005.

Page 3 of 19

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CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM Asset Management Investors 2000A LLC

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 26,386(3)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

26,386(3)

WITH: SHARED DISPOSITIVE POWER:

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9



26,386(3)

**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):

0.1%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

(3) Includes 1,213 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005.

Page 4 of 19

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CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM BioVentures II-QP, L.P.

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 130,880

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6 0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7 130,880

SHARED DISPOSITIVE POWER:

WITH: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

130,880

**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):

0.3%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM BioVentures II, L.P.

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 14,444

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6 0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7 14,444

SHARED DISPOSITIVE POWER:

WITH: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

14,444

**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):

0.04%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

**1** MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

**2**  
(a)   
(b)

SEC USE ONLY:

**3**

CITIZENSHIP OR PLACE OF ORGANIZATION:

**4**  
Germany

SOLE VOTING POWER:

**5**  
NUMBER OF 46,089

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY **6** 0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON **7** 46,089

SHARED DISPOSITIVE POWER:

WITH: **8** 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

**9**

46,089

**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):

0.1%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM Asset Management Investors 2001 LLC

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 2,715

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6 0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7 2,715

SHARED DISPOSITIVE POWER:

WITH: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9



2,715

**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):

0.01%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

MPM Founders LLC

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 41,146

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6 0

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7 41,146

SHARED DISPOSITIVE POWER:

WITH: 8 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

41,146

**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):

0.1%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

Ansbert Gadicke

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 10,000(4)

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

5,722,096(5)

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

10,000(4)

SHARED DISPOSITIVE POWER:

WITH: 8

5,722,096(5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

5,722,096(4)(5)

**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):

14.7%

**12** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

- (4) Includes 10,000 shares issuable upon exercise of options within 60 days of December 31, 2005.
- (5) The shares are held as follows: 4,568,835 by BB BioVentures, L.P. ( BB BioVentures ), 334,481 by MPM BioVentures Parallel Fund, L.P. ( MPM Parallel ), 25,173 by MPM Asset Management Investors 2000A LLC ( MPM Asset ), 130,880 by MPM BioVentures II-QP, L.P. ( BV QP ), 14,444 by MPM BioVentures II, L.P. ( BV II ), 46,089 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ( BV KG ), 2,715 by MPM Asset Management Investors 2001 LLC ( Asset 2001 ) and 41,146 shares held by MPM Founders LLC. Also includes warrants exercisable within 60 days of December 31, 2005 as follow: 544,500 by BB BioVentures, 12,620 by MPM Parallel and 1,213 by MPM Asset. BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. ( BAB BV ), BAB BioVentures NV and MPM BioVentures I LLC ( BioVentures LLC ) are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. ( BioVentures LP ) and BioVentures LLC are the direct and indirect general partners of MPM Parallel. The Reporting person is a manager of BioVentures LLC and MPM Asset. 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 QP, BV II and BV KG. The Reporting Person is a member of Asset 2001, AM II LLC and MPM Founders LLC.

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1

Luke Evnin

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

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

5,722,096(5)

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

0

SHARED DISPOSITIVE POWER:

WITH: 8

5,722,096(5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

5,722,096(5)

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):

14.7%

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

- (5) The shares are held as follows: 4,568,835 by BB BioVentures, L.P. ( BB BioVentures ), 334,481 by MPM BioVentures Parallel Fund, L.P. ( MPM Parallel ), 25,173 by MPM Asset Management Investors 2000A LLC ( MPM Asset ), 130,880 by MPM BioVentures II-QP, L.P. ( BV QP ), 14,444 by MPM BioVentures II, L.P. ( BV II ), 46,089 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ( BV KG ), 2,715 by MPM Asset Management Investors 2001 LLC ( Asset 2001 ) and 41,146 shares held by MPM Founders LLC. Also includes warrants exercisable within 60 days of December 31, 2005 as follow: 544,500 by BB BioVentures, 12,620 by MPM Parallel and 1,213 by MPM Asset. BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. ( BAB BV ), BAB BioVentures NV and MPM BioVentures I LLC ( BioVentures LLC ) are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. ( BioVentures LP ) and BioVentures LLC are the direct and indirect general partners of MPM Parallel. The Reporting person is a manager of BioVentures LLC and MPM Asset. 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 QP, BV II and BV KG. The Reporting Person is a member of Asset 2001, AM II LLC and MPM Founders LLC.

**Item 1.**

- (a) Name of Issuer  
Viacell, Inc.
- (b) Address of Issuer's Principal Executive Offices  
245 First Street  
Cambridge, MA 02142

**Item 2.**

- (a) Name of Person Filing

BB BioVentures, LP  
MPM BioVentures Parallel Fund, LP  
MPM Asset Management Investors 2000A LLC  
MPM BioVentures II-QP, L.P.  
MPM BioVentures II, L.P.  
MPM Asset Management Investors 2001 LLC  
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG  
MPM Founders LLC  
Ansbert Gadick  
Luke Evnin

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

c/o MPM Capital L.P.  
The John Hancock Tower  
200 Clarendon Street, 54<sup>th</sup> Floor  
Boston, MA 02116

- (c) Citizenship

All entities were organized in Delaware, except MPM BioVentures GmbH & Co Parallel-Beteiligungs KG which was organized in Germany. All individuals are United States citizens.

- (d) Title of Class of Securities

Common Stock

- (e) CUSIP Number

92554J105

**Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:**

Not applicable

**Item 4. Ownership**

- (a) Amount Beneficially Owned:

BB BioVentures, LP

5,113,335(1)



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MPM BioVentures Parallel Fund, LP	347,101(2)
MPM Asset Management Investors 2000A LLC	26,386(3)
MPM BioVentures II-QP, L.P	130,880
MPM BioVentures II, L.P.	14,444

Page 12 of 19

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MPM Asset Management Investors 2001 LLC	2,715
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	46,089
MPM Founders LLC	41,146
Ansbert Gadicke	5,732,096(4)(5)
Luke Evnin	5,680,950(4)

(b) Percent of Class:

BB BioVentures, LP	13.1%
MPM BioVentures Parallel Fund, LP	0.9%
MPM Asset Management Investors 2000A LLC	0.1%
MPM BioVentures II-QP, L.P	0.3%
MPM BioVentures II, L.P.	0.04%
MPM Asset Management Investors 2001 LLC	0.01%
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0.1%
MPM Founder LLC	0.1%
Ansbert Gadicke	14.7%
Luke Evnin	14.7%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

BB BioVentures, LP	5,113,335(1)
MPM BioVentures Parallel Fund, LP	347,101(2)
MPM Asset Management Investors 2000A LLC	26,386(3)
MPM BioVentures II-QP, L.P	130,880
MPM BioVentures II, L.P.	14,444
MPM Asset Management Investors 2001 LLC	2,715
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	46,089
MPM Founders LLC	41,146
Ansbert Gadicke	10,000(5)
Luke Evnin	0

(ii) Shared power to vote or to direct the vote

BB BioVentures, LP	0
MPM BioVentures Parallel Fund, LP	0
MPM Asset Management Investors 1998 LLC	0
MPM BioVentures II-QP, L.P	0
MPM BioVentures II, L.P.	0
MPM Asset Management Investors 2001 LLC	0
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0

MPM Founders LLC	0
Ansbert Gadicke	5,722,096(4)
Luke Evnin	5,722,096(4)

(iii) Sole power to dispose or to direct the disposition of

BB BioVentures, LP	5,113,335(1)
MPM BioVentures Parallel Fund, LP	347,101(2)
MPM Asset Management Investors 2000A LLC	26,386(3)
MPM BioVentures II-QP, L.P.	130,880
MPM BioVentures II, L.P.	14,444
MPM Asset Management Investors 2001 LLC	2,715
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	46,089
MPM Founders LLC	41,146
Ansbert Gadicke	10,000(5)
Luke Evnin	0

(iv) Shared power to dispose or to direct the disposition of

BB BioVentures, LP	0
MPM BioVentures Parallel Fund, LP	0
MPM Asset Management Investors 2000A LLC	0
MPM BioVentures II-QP, L.P.	0
MPM BioVentures II, L.P.	0
MPM Asset Management Investors 2001 LLC	0
MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG	0
MPM Founders LLC	
Ansbert Gadicke	5,722,096(4)
Luke Evnin	5,722,096(4)

- (1) Includes 544,500 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005.
- (2) Includes 12,620 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005.
- (3) Includes 1,213 shares issuable pursuant to warrants exercisable within 60 days of December 31, 2005.
- (4) The shares are held as follows: 4,568,835 by BB BioVentures, L.P. ( BB BioVentures ), 334,481 by MPM BioVentures Parallel Fund, L.P. ( MPM Parallel ), 25,173 by MPM Asset Management Investors 2000A LLC ( MPM Asset ), 130,880 by MPM BioVentures II-QP, L.P. ( BV QP ), 14,444 by MPM BioVentures II, L.P. ( BV II ), 46,089 by MPM BioVentures GmbH & Co. Parallel-Beteiligungs KG ( BV KG ), 2,715 by MPM Asset Management Investors 2001 LLC ( Asset 2001 ) and 41,146 shares held by MPM Founders LLC. Also includes warrants exercisable within 60 days of December 31, 2005 as follow: 544,500 by BB BioVentures, 12,620 by MPM Parallel and 1,213 by MPM Asset. BB BioVentures is under common control with MPM Parallel and MPM Asset. BAB BioVentures L.P. ( BAB BV ), BAB BioVentures NV and MPM BioVentures I LLC ( BioVentures LLC ) are the direct and indirect general partners of BB BioVentures. MPM BioVentures I L.P. ( BioVentures LP ) and BioVentures LLC are the direct and indirect general partners of MPM Parallel. The Reporting person is a manager of BioVentures LLC and MPM Asset. 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 QP, BV II and BV KG. The Reporting Person is a member of Asset 2001, AM II LLC and MPM Founders LLC.

(5) Includes 10,000 shares issuable upon exercise of options within 60 days of December 31, 2005.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

Page 14 of 19

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**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of a Group**

Not Applicable

**Item 10. Certification**

Not Applicable

**SIGNATURE**

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.

Dated: February 9, 2006

BB BIOVENTURES L.P.

By: BAB BioVentures L.P.,  
its General Partner

By: BAB BioVentures N.V.,  
its General Partner

By: \s\ Ansbert Gadicke

Name: Ansbert Gadicke  
Title: Manager

MPM BIOVENTURES PARALLEL FUND,  
L.P.

By: MPM BioVentures I LP,  
its General Partner

By: MPM BioVentures I LLC,  
its General Partner

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager

MPM ASSET MANAGEMENT INVESTORS  
2000A LLC

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager

MPM BIOVENTURES II-QP, L.P.

By: MPM Asset Management II, L.P.,  
its General Partner

By: MPM Asset Management II LLC,  
its General Partner

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager

MPM BIOVENTURES II, L.P.

By: MPM Asset Management II, L.P.,  
its General Partner

By: MPM Asset Management II LLC,  
its General Partner

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager

MPM ASSET MANAGEMENT INVESTORS  
2001 LLC

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager



MPM BIOVENTURES GMBH & CO.  
PARALLEL-BETEILIGUNGS KG

MPM FOUNDERS LLC

By: MPM Asset Management II LP, in its  
capacity as  
the Special Limited Partner

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager

By: MPM Asset Management II LLC, its  
General Partner

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager

By: \s\ Ansbert Gadicke

By: /s/ Luke Evnin

Name: Ansbert Gadicke

Name: Luke B. Evnin



**EXHIBIT A**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Viacell, Inc. and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 9<sup>th</sup> day of February, 2006.

BB BIOVENTURES L.P.

MPM BIOVENTURES PARALLEL FUND,  
L.P.

By: BAB BioVentures L.P.,  
its General Partner

By: MPM BioVentures I LP,  
its General Partner

By: BAB BioVentures N.V.,  
its General Partner

By: MPM BioVentures I LLC,  
its General Partner

By: \s\ Ansbert Gadicke

By: /s/ Luke Evnin

Name: Ansbert Gadicke  
Title: Manager

Name: Luke B. Evnin  
Title: Manager

MPM ASSET MANAGEMENT INVESTORS  
2000A LLC

MPM BIOVENTURES II-QP, L.P.

By: /s/ Luke Evnin

By: MPM Asset Management II, L.P.,

Name: Luke B. Evnin  
Title: Manager

its General Partner

By: MPM Asset Management II LLC,  
its General Partner

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager

MPM BIOVENTURES II, L.P.

MPM ASSET MANAGEMENT INVESTORS  
2001 LLC

By: MPM Asset Management II, L.P.,

By: /s/ Luke Evnin

its General Partner

Name: Luke B. Evnin  
Title: Manager

By: MPM Asset Management II LLC,  
its General Partner

By: /s/ Luke Evin

Name: Luke B. Evin

Title: Manager

MPM BIOVENTURES GMBH & CO.  
PARALLEL-BETEILIGUNGS KG

MPM FOUNDERS LLC

By: MPM Asset Management II LP, in its  
capacity as the Special Limited Partner

By: /s/ Luke Evnin  
Name: Luke B. Evnin  
Title: Manager

By: MPM Asset Management II LLC, its  
General Partner

By: /s/ Luke Evnin

Name: Luke B. Evnin  
Title: Manager

By: \s\ Ansbert Gadicke

By: /s/ Luke Evnin

Name: Ansbert Gadicke

Name: Luke B. Evnin