

Edgar Filing: ALTEON INC /DE - Form SC 13G

ALTEON INC /DE  
Form SC 13G  
February 13, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

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)

ALTEON INC.

-----  
(Name of Issuer)

COMMON STOCK

-----  
Title of Class of Securities)

02144G107

-----  
(CUSIP Number)

December 31, 2001

-----  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the one pursuant to which this Schedule  
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

/1/ The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this 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 (the "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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CUSIP NO. 02144G 10 7  
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Page 2 of 9 Pages  
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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. Identification No. Of Above Person  
  
MPM BioEquities Adviser LLC

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

5 SOLE VOTING POWER  
1,385,000 (1)

NUMBER OF  
SHARES BENEFICIALLY OWNED BY  
EACH  
REPORTING PERSON  
WITH

6 SHARED VOTING POWER  
None

7 SOLE DISPOSITIVE POWER  
1,385,000 (1)

8 SHARED DISPOSITIVE POWER  
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,385,000 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.1%

12 TYPE OF REPORTING PERSON\*  
IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 92829S104

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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. Identification No. Of Above Person  
  
MPM BioEquities Master Fund L.P.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Bermuda

NUMBER OF 5 SOLE VOTING POWER  
SHARES BENEFICIALLY OWNED BY 1,385,000 (1)  
EACH

REPORTING PERSON WITH 6 SHARED VOTING POWER  
None

7 SOLE DISPOSITIVE POWER  
1,385,000 (1)

8 SHARED DISPOSITIVE POWER  
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,385,000 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.1%

12 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. Identification No. Of Above Person  
  
MPM BioEquities GP L.P.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF  
SHARES BENEFICIALLY OWNED BY  
EACH  
REPORTING PERSON  
WITH

5 SOLE VOTING POWER  
1,385,000 (1)

6 SHARED VOTING POWER  
None

7 SOLE DISPOSITIVE POWER  
1,385,000 (1)

8 SHARED DISPOSITIVE POWER  
None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,385,000 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.1%

12 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
1 NAME OF REPORTING PERSON  
S.S. or I.R.S. Identification No. Of Above Person  
  
MPM BioEquities GP LLC  
-----

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

-----  
3 SEC USE ONLY  
-----

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES BENEFICIALLY OWNED BY 1,385,000 (1)  
EACH  
REPORTING PERSON  
WITH  
-----

6 SHARED VOTING POWER  
None  
-----

7 SOLE DISPOSITIVE POWER  
1,385,000 (1)  
-----

8 SHARED DISPOSITIVE POWER  
None  
-----

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,385,000 (1)  
-----

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

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.1%  
-----

-----  
12 TYPE OF REPORTING PERSON\*  
OO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1      NAME OF REPORTING PERSON  
S.S. or I.R.S. Identification No. Of Above Person  
  
MPM Capital II GP LLC

-----

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

-----

3      SEC USE ONLY

-----

4      CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,385,000 (1)
	6	SHARED VOTING POWER None
	7	SOLE DISPOSITIVE POWER 1,385,000 (1)
	8	SHARED DISPOSITIVE POWER None

-----

9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,385,000 (1)

-----

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

-----

11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
5.1%

-----

12     TYPE OF REPORTING PERSON\*  
OO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

STATEMENT ON SCHEDULE 13G

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Item 1(a). Name of Issuer:

-----

Alteon Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

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170 Williams Drive, Ramsey NJ 07446

Item 2(a). Names of Person Filing:

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MPM BioEquities Adviser LLC  
MPM BioEquities Master Fund L.P.  
MPM BioEquities GP L.P.  
MPM BioEquities GP LLC  
MPM Capital II GP LLC

Item 2(b). Business Mailing Address for the Person Filing:

-----

c/o MPM Capital L.P.  
601 Gateway Blvd., Suite 350  
South San Francisco, CA 94080

Item 2(c). Citizenship:

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All entities were organized in Delaware, except MPM BioEquities Master Fund L.P., which was formed under the laws of Bermuda.

Item 2(d). Title of Class of Securities:

-----

Common Stock

Item 2(e). CUSIP Number:

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02144G107

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b),

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check whether the person filing is a:

-----

MPM BioEquities Adviser LLC is an investment adviser in accordance with Rule 13d-1(b) (1) (ii) (E).

Item 4. Ownership:

-----

(a) Amount Beneficially Owned:

1,385,000 shares of Common Stock (1)

(b) Percent of Class Owned:

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5.1%

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

(i) sole power to vote or to direct the vote:  
1,385,000 shares of Common Stock (1)

(ii) shared power to vote or to direct the vote:  
None

(iii) sole power to dispose or to direct the  
disposition of:  
1,385,000 shares of Common Stock (1)

(iv) shared power to dispose or to direct the  
disposition of:  
None

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:  
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Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares to which this statement relates. No one person's interest in such shares is more than five percent of the total outstanding stock of the Issuer.

Item 7. Identification and Classification of the Subsidiary Which Acquired the  
-----

Security Being Reported on By the Parent Holding Company:  
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Not Applicable

Item 8. Identification and Classification of Members of the Group:  
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Not Applicable

Item 9. Notice of Dissolution of Group:  
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Not Applicable

Item 10. Certification:  
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Not Applicable

(1) (1) Includes shares held through entities advised and/or managed by MPM BioEquities Adviser LLC ("MPM BioEquities Adviser") and the general partners and control person of such entities. MPM BioEquities Adviser is controlled by MPM Capital II GP LLC and is the adviser of MPM BioEquities Master Fund L.P., the



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direct and indirect general partners of which are MPM BioEquities GP L.P. and MPM BioEquities GP LLC. 1,385,000 of the shares are held of record by MPM BioEquities Master Fund L.P. Each reporting person herein disclaims beneficial ownership of shares not directly held by such person.

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 13, 2002

MPM BIOEQUITIES ADVISER LLC

MPM BIOEQUITIES GP LLC

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

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

MPM BIOEQUITIES MASTER FUND L.P.

By: MPM BIOEQUITIES GP L.P.,  
its General Partner  
  
By: /s/ Luke B. Evnin  
-----  
Name: Luke B. Evnin  
Title: Manager

MPM CAPITAL II GP LLC  
  
By: /s/ Luke B. Evnin  
-----  
Name: Luke B. Evnin  
Title: Manager

MPM BIOEQUITIES GP L.P.

MPM BIOVENTURES I LP

By: MPM BIOEQUITIES GP LLC,  
its General Partner  
  
By: /s/ Luke B. Evnin  
-----  
Name: Luke B. Evnin  
Title: Manager

By: MPM BioVentures I LLC,  
its General Partner  
  
By: /s/ Luke B. Evnin  
-----  
Name: Luke B. Evnin  
Title: Manager