

Soros Robert
Form 3
October 04, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Â PERSEUS SOROS
BIOPHARMACEUTICAL
FUND LP

2. Date of Event Requiring Statement
(Month/Day/Year)
10/04/2007

3. Issuer Name and Ticker or Trading Symbol
MAP Pharmaceuticals, Inc. [MAPP]

(Last) (First) (Middle)
888 SEVENTH AVE,Â 30TH FL
(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer ___ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK,Â NYÂ 10106
(City) (State) (Zip)

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)

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
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of

Edgar Filing: Soros Robert - Form 3

				Shares		or Indirect (I) (Instr. 5)
Series A Convertible Preferred Stock	Â (4)	Â (4)	Common Stock	610,168	\$ (4)	D (1) (2) (3) Â
Series B Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	1,403,766	\$ (5)	D (1) (2) (3) Â
Series C Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	828,147	\$ (6)	D (1) (2) (3) Â
Series D Convertible Preferred Stock	Â (7)	Â (7)	Common Stock	784,683	\$ (7)	D (1) (2) (3) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERSEUS SOROS BIOPHARMACEUTICAL FUND LP 888 SEVENTH AVE 30TH FL NEW YORK, NY 10106	Â	Â X	Â	Â
PERSEUS SOROS PARTNERS LLC 888 SEVENTH AVE 30TH FL NEW YORK, NY 10106	Â	Â X	Â	Â
SFM PARTICIPATION LP C/O SOROS FUND MANAGEMENT LLC 888 SEVENTH AVE 31ST FLOOR NEW YORK, NY 10106	Â	Â X	Â	Â
SFM AH LLC 888 SEVENTH AVENUE 33RD FLOOR NEW YORK, NY 10106	Â	Â X	Â	Â
SOROS FUND MANAGEMENT LLC 888 SEVENTH AVENUE 33RD FLOOR NEW YORK, NY 10106	Â	Â X	Â	Â
SOROS GEORGE 888 SEVENTH AVE 33RD FLR NEW YORK, NY 10106	Â	Â X	Â	Â
Soros Robert C/O SOROS FUND MANAGEMENT LLC 888 SEVENTH AVENUE NEW YORK, NY 10106	Â	Â X	Â	Â

SOROS JONATHAN T ALLAN
 C/O SOROS FUND MANAGEMENT LLC
 888 SEVENTH AVENUE
 NEW YORK, NY 10106

Â Â X Â Â

Signatures

/s/ Jay Schoenfarber, Assistant General Counsel (8)	10/04/2007
**Signature of Reporting Person	Date
/s/ Jay Schoenfarber, Assistant General Counsel (9)	10/04/2007
**Signature of Reporting Person	Date
/s/ Jay Schoenfarber, Assistant General Counsel (10)	10/04/2007
**Signature of Reporting Person	Date
/s/ Jay Schoenfarber, Assistant General Counsel (11)	10/04/2007
**Signature of Reporting Person	Date
/s/ Jay Schoenfarber, Assistant General Counsel (12)	10/04/2007
**Signature of Reporting Person	Date
/s/ Jay Schoenfarber, Attorney-in-Fact (13)	10/04/2007
**Signature of Reporting Person	Date
/s/ Jay Schoenfarber, Attorney-in-Fact (14)	10/04/2007
**Signature of Reporting Person	Date
/s/ Jay Schoenfarber, Attorney-in-Fact (15)	10/04/2007
**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) All of the securities reported herein (the "Shares") are held for the account of Perseus-Soros BioPharmaceutical Fund, LP ("Perseus-Soros"). Perseus-Soros Partners, LLC, a Delaware limited liability company ("Perseus-Soros Partners"), is the general partner of Perseus-Soros.
- SFM Participation, L.P., a Delaware limited partnership ("SFM Participation"), is one of two managing members of Perseus-Soros Partners (see footnote 3). SFM AH, LLC, a Delaware limited liability company ("SFM AH"), is the general partner of SFM Participation. The sole managing member of SFM AH is Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC").
- (2) Mr. George Soros ("Mr. Soros") serves as Chairman of SFM LLC, Mr. Robert Soros ("Robert Soros") serves as Deputy Chairman of SFM LLC and Mr. Jonathan Soros ("Jonathan Soros") serves as President and Deputy Chairman of SFM LLC. Each of George Soros, Robert Soros and Jonathan Soros may be deemed to have voting power and/or dispositive power over the Shares held for the account of Perseus-Soros.
- (3) Perseus BioTech Fund Partners, LLC, a Delaware limited liability company ("Perseus Partners") is one of two managing members of Perseus-Soros Partners. Perseuspur, L.L.C., a Delaware limited liability company ("Perseuspur"), is the managing member of Perseus Partners. Mr. Frank Pearl ("Mr. Pearl") individually owns 72.7% of Perseuspur. He also is the sole director and sole shareholder of Rappahannock Investment Company, a Delaware corporation, which in turn owns the remaining 27.3% of Perseuspur. Mr. Pearl in such capacity may be deemed a beneficial owner of the Shares held for the account of Perseus-Soros.

Edgar Filing: Soros Robert - Form 3

- (4) All of the outstanding shares of the Issuer's Series A Convertible Preferred Stock will automatically convert into common stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering. The number of underlying shares of common stock reported in Column 3 reflects a 1-for-1.77 reverse stock split, which was effected on October 4, 2007.
- (5) All of the outstanding shares of the Issuer's Series B Convertible Preferred Stock will automatically convert into common stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering. The number of underlying shares of common stock reported in Column 3 reflects a 1-for-1.77 reverse stock split, which was effected on October 4, 2007.
- (6) All of the outstanding shares of the Issuer's Series C Convertible Preferred Stock will automatically convert into common stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering. The number of underlying shares of common stock reported in Column 3 reflects a 1-for-1.77 reverse stock split, which was effected on October 4, 2007.
- (7) All of the outstanding shares of the Issuer's Series D Convertible Preferred Stock will automatically convert into common stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering. The number of underlying shares of common stock reported in Column 3 reflects a 1-for-1.77 reverse stock split, which was effected on October 4, 2007.

Â

Remarks:

- (8) Â Â Mr. Â Schoenfarber Â is Â signing Â in Â his Â capacity Â as Â Ass't. Â General Â Counsel Â of Â Soros Â Fund Â Manager Â of Â SFM Â AH Â LLC, Â as Â General Â Partner Â of Â SFM Â Participation, Â L.P., Â as Â Managing Â Member Â of Â Perseus Â BioPharmaceutical Â Fund, Â LP.
- (9) Â Â Â Mr. Â Schoenfarber Â is Â signing Â in Â his Â capacity Â as Â Ass't. Â General Â Counsel Â of Â Soros Â Fund Â Manager Â of Â SFM Â AH Â LLC, Â as Â General Â Partner Â of Â SFM Â Participation, Â L.P., Â as Â Managing Â Member Â of Â Perseus Â BioPharmaceutical Â Fund, Â LP.
- (10) Â Â Mr. Â Schoenfarber Â is Â signing Â in Â his Â capacity Â as Â Ass't. Â General Â Counsel Â of Â Soros Â Fund Â Manager Â of Â SFM Â AH Â LLC, Â as Â General Â Partner Â of Â SFM Â Participation, Â L.P.
- (11) Â Â Mr. Â Schoenfarber Â is Â signing Â in Â his Â capacity Â as Â Ass't. Â General Â Counsel Â of Â Soros Â Fund Â Manager Â of Â SFM Â AH Â LLC.
- (12) Â Â Mr. Â Schoenfarber Â is Â signing Â in Â his Â capacity Â as Â Ass't. Â General Â Counsel Â of Â Soros Â Fund Â Manager Â of Â SFM Â AH Â LLC.
- (13) Â Â Mr. Â Schoenfarber Â is Â signing Â in Â his Â capacity Â as Â Attorney-in-Fact Â for Â Mr. Â Soros.
- (14) Â Â Mr. Â Schoenfarber Â is Â signing Â in Â his Â capacity Â as Â Attorney-in-Fact Â for Â Robert Â Soros.
- (15) Â Â Mr. Â Schoenfarber Â is Â signing Â in Â his Â capacity Â as Â Attorney-in-Fact Â for Â Jonathan Â Soros.

This Form 3 is being filed in two parts due to the large number of reporting persons. This filing includes Reporting Persons listed in Footnotes 1 and 2 above. An accompanying filing is filed, on the date of this filing, for Reporting Persons listed in Footnote 3 above. Both filings relate to the same series of transactions described above.

Exhibits

- 24.1 - Power of Attorney for Mr. Soros
24.2 - Power of Attorney for Jonathan Soros
24.3 - Power of Attorney for Robert Soros
99.1

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.