

TERCICA INC  
Form 4  
May 22, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**LESCHLY MARK**

(Last) (First) (Middle)

**C/O RHO CAPITAL PARTNERS, INC., 152 /WEST 57TH STREET, 23RD FLOOR**

(Street)

**NEW YORK, NY 10019**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**TERCICA INC [TRCA]**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/20/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common stock                    | 05/20/2008                           |  | A                              | V<br>3,333<br>(1)   | \$ 0 3,333  | D  |   |
| Common stock                    |                                      |  |                                |   | 829,210   | I  | Rho Management Trust I (3)                            |
| Common stock                    |                                      |  |                                |   | 374,629   | I  | Rho Ventures IV, L.P. (3)                             |
| Common stock                    |                                      |  |                                |   | 881,971   | I  | Rho Ventures IV (QP), L.P. (3)                        |

|                 |         |   |   |
|-----------------|---------|---|---|
| Common<br>stock | 919,141 | I | Rho Ventures<br>IV GmbH &<br>Co.<br>Beteiligungs<br>KG <sup>(3)</sup> |
|-----------------|---------|---|---|

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying Se<br>(Instr. 3 and 4) |
|---|---|---|---|---|--|--|---|
|   |   |   |   | Code V (A) (D)                          |  | Date Exercisable<br>Expiration Date                            | Title   |
| Non-Qualified<br>stock options<br>(right to buy)    | \$ 4.19   | 05/20/2008                              |   | A                                       | 13,334   | 05/20/2008 <sup>(2)</sup><br>05/20/2018                        | Common<br>stock                                   |

## Reporting Owners

|                                       |                      |           |         |       |
|---------------------------------------|----------------------|-----------|---------|-------|
| <b>Reporting Owner Name / Address</b> | <b>Relationships</b> |           |         |       |
|                                       | Director             | 10% Owner | Officer | Other |

|   |   |
|---|---|
| LESCHLY MARK<br>C/O RHO CAPITAL PARTNERS, INC.<br>152 /WEST 57TH STREET, 23RD FLOOR<br>NEW YORK, NY 10019 | X |
|---|---|

## Signatures

|   |            |
|---|------------|
| /s/: Stephen N. Rosenfield,<br>Attorney-in-Fact | 05/21/2008 |
| **Signature of Reporting Person                 | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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).

## Edgar Filing: TERCICA INC - Form 4

- (1) Represents Restricted Stock Units (RSUs); 100% of the RSUs vest on 5/20/2009.
- (2) Pursuant to an early exercise provision, the option is exercisable on 5/20/2008 and is subject to repurchase rights in favor of the Issuer that lapse upon the vesting of the shares subject to the option. 100% of the shares subject to the option vest on 5/20/2009.

- This stockholder is affiliated with the management company, Rho Capital Partners, Inc. Mark Leschly is a controlling shareholder of Rho Capital Partners, Inc., a managing member of the general partner of Rho Ventures IV, L.P. and Rho Ventures IV (QP), L.P., a managing director of the general partner of Rho Ventures IV GmbH & Co. Beteiligungs KG and a managing partner of the investment advisor to Rho Management Trust I.
- (3)

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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