1171917

FORM D OMB APPROVAL OMB NUMBER: 3235-0076 UNITED STATES Expires: May 31, 2005 SECURITIES AND EXCHANGE COMMISSION Estimated average burden Washington, D.C. 20549 hours per response......1.00 FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO SEC USE ONLY REGULATION D. Prefix Serial **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION DATE RECEIVED Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.) Series B Convertible Preferred Stock Filing Under (Check box(es) that apply): □ Rule 504 ☐ Rule 505 ■ Rule 506 □ Section 4(6) □ ULOE Type of Filing: ■ New Filing □ Amendment A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) GenPath Pharmaceuticals, Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 300 Technology Square, 7th floor, Cambridge, MA 02139 617-250-5950 Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) different from Executive Offices) Brief Description of Business: To research, develop and market therapeutic and diagnostic agents for the management of cancer Type of Business Organization corporation □ limited partnership, already formed □ other (please specify):

## GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization

□ business trust

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

□ Estimated

DE

☐ limited partnership, to be formed

Month Year

01 ■ Actual

CN for Canada; FN for other foreign jurisdiction)

10

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Ha-Ngoc, Tuan					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
		•	·		
c/o GenPath Pharmaceuticals, Inc., 300					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
DePinho, Ronald A.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
/ C. B. (1 B)	var i i c	ath a C 1 11	3.54.00120		
c/o GenPath Pharmaceuticals, Inc., 300 Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	- Discotor	Consol and/or Managina Partner
Full Name (Last name first, if individual)		Belleficial Owlier	□ Executive Officer	■ Director	☐ General and/or Managing Partner
Tun Name (Last name 113t, 11 mot vidual)					
Kucherlapati, Raju					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)		
c/o GenPath Pharmaceuticals, Inc., 300	Technology So	uare, 7 <sup>th</sup> floor, Cambrid	lge. MA 02139		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Clark, Steven Business or Residence Address	(Number and )	Street, City, State, Zip Coo	da\		
Business of Residence Address	(Number and )	street, City, State, Zip Coo	Je)		
c/o GenPath Pharmaceuticals, Inc., 300	Technology So	luare, 7 <sup>th</sup> floor, Cambrid	ge, MA 02139		
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Weg, Kenneth E.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
Charles Pay(a) that Apply					
Check Box(es) that Apply:  Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	□Executive Officer	■ Director	☐ General and/or Managing Partner
run Name (Last name mst, m morviduar)					
Heidrich III, A. Grant					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o GenPath Pharmaceuticals, Inc., 300	Tochnolom Sc	word 7th floor Combrid	ao MA 02130		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		- Beneficial Owner	B Executive Officer	<b>Director</b>	Ocheral and/of Namaging Lattice
Galakatos, Nicholas	(NI	Di and O'r Court 7: G	1.)		
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o GenPath Pharmaceuticals, Inc., 300	Technology So	juare, 7 <sup>th</sup> floor, Cambrid	ge, MA 02139		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Engin Anthony					
Evnin, Anthony Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)		
			•		
c/o GenPath Pharmaceuticals, Inc., 300 Technology Square, 7th floor, Cambridge, MA 02139					

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENT	IFICATION DATA			
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
Check Box(es) that Apply:	□ Promoter	□Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		Special Child	<u> </u>	- Director	C Constant and or Prantaging Factors	
,						
Hirsch, Russell	At 1 . 16	C: C: C: 7	1 \			
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
c/o GenPath Pharmaceuticals, Inc., 300	Technology Sq	uare, 7 <sup>th</sup> floor, Cambrid	ge, MA 02139			
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)				-		
Higgins, Robert						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
		, ,	,			
c/o Highland Capital Partners, 92 Hayo						
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Mansuri, Muzammil M.						
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	le)			
of Eleashin Vantuura 150 Combailer	Barda Daires Con					
c/o Flagship Ventures, 150 Cambridge Check Box(es) that Apply:	Promoter □	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		Belleficial Owner	LI Executive Officer	LI Director	General and/of Managing Partner	
Tun Name (East name 1136, 11 marviaur)						
Venrock Associates III, L.P.						
Business or Residence Address (Number and Street, City, State, Zip Code)						
30 Rockefeller Plaza, New York, NY 10	112					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Chin, Lynda Business or Residence Address	(Number and	Street City State 7 in Co	vde)			
Business or Residence Address (Number and Street, City, State, Zip Code)						
c/o GenPath Pharmaceuticals, Inc., 300	Technology Sq	uare, 7 <sup>th</sup> floor, Cambrid	ge, MA 02139			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Applied Genomic Technology Capital F	Tund, L.P.					
Business or Residence Address		Street, City, State, Zip Co	ode)			
150 Contail Bulbin Contail	B#4 02140 A	4 El . JE., J.				
150 Cambridge Park Drive, Cambridge Check Box(es) that Apply:				7 D'	C. C. and and the Mr. and a Program	
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Tun Name (Last name mst, n morvidua)						
Highland Capital Partners VI Limited Partnership						
Business or Residence Address (Number and Street, City, State, Zip Code)						
92 Hayden Avenue, Lexington, MA 02421 Attn: Robert Higgins						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	3 1 Tomore	_ Beneficial Owner	_ LACCEUTE Officer		2 Jonesia and of Pitaliaging Latellel	
,						
Oxford Bioscience Partners IV, L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			

222 Berkeley Street, Suite 1650, Boston, MA 02116 Attn: Michael Lytton

Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
Prospect Venture Partners II, L.P.							
Business or Residence Address	(Number and S	treet, City, State, Zip Co	ode)				
	`	, , , , ,	,				
435 Tasso St., Suite 200, Palo Alto, CA	435 Tasso St., Suite 200, Palo Alto, CA 94301						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner		
Full Name (Last name first, if individual)							
					•		
MPM BioVentures II-QP, L.P.							
Business or Residence Address	(Number and S	treet, City, State, Zip Co	ode)		·		
111 Huntington Avenue, Boston, MA 02199							

	B. INFORMATION ABOUT OFFERING							
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No					
1.	Answer also in Appendix, Column 2, if filing under ULOE.		•					
2.								
		Yes	No					
	Does the offering permit joint ownership of a single unit?		0					
	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.							
	Name (Last name first, if individual) nilson, Peter							
	ness or Residence Address (Number and Street, City, State, Zip Code)  vron House, 11 Church Street, Hamilton HM NX, Bermuda							
First	e of Associated Broker or Dealer  Bermuda Group Ltd.							
States	s in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	All States						
_ [A] _ [I] _ [N] _ F] _	L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA} _ [MI] _ [MN]  MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM]   [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					
Full r	name (Last name first, if individual)							
Busir	ness or Residence Address (Number and Street, City, State, Zip Code)							
Name	e of Associated Broker or Dealer							
States	s in which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Check "All States" or check individual States)	All States						
_ [A _ [] _ [R	L] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN]  MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK]  RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					
Full N	Name (Last name first, if individual)							
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)							
Name	e of Associated Broker or Dealer							
States	s in which Person Listed Has Solicited or Intends to Solicit Purchasers	-						
	(Check "All States" or check individual States)	All States						
_ [A _ [I] _ [M _ [R	L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN]  4T] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>44,000,000</u>	\$ <u>40,472,824.91</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>44,000,000</u>	\$ <u>40,472,824.91</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases \$40,472,824.91
	Accredited Investors	23	\$ <u>40,472,824.91</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		· · · · · · · · · · · · · · · · · · ·
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		\$
	Rule 505	<del></del>	\$
	Regulation A		
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$ <u>50,000</u>
	Accounting Fees		\$
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		
			¢ 50,000
	Total		\$ <u>50,000</u>

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•	C. OFFERING PR	ICE, NUMBER OF INVESTORS, EXP	ENSES AN	D USE OF PROCEEDS		
	b. Enter the difference between the aggregate off 1 and total expenses furnished in response to Part "adjusted gross proceeds to the issuer."	C - Question 4.a. This difference is the			s	43,950,000
i.	Indicate below the amount of the adjusted gross properties for each of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in respectively.	r any purpose is not known, furnish an esti total of the payments listed must equal the	mate			
				Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees			\$		\$
	Purchase of real estate			\$		\$
	Purchase, rental or leasing and installation of mac	chinery and equipment		\$		\$
	Construction or leasing of plant buildings and fac	ilities		\$		\$
	Acquisition of other business (including the value that may be used in exchange for the assets or sec merger)	curities of another issuer pursuant to a		\$		\$
	Repayment of indebtedness			\$		\$
	Working capital and product development			\$	-	\$ <u>43,950,000</u>
	Other (specify):			\$		\$
				\$	_	\$
	Column Totals		•	\$ <u>0</u>	=	\$ 43,950,000
	Total Payments Listed (column totals added)			<b>=</b> \$_	43,950,000	_
		D. FEDERAL SIGNATUR	RE			
	ne issuer has duly caused this notice to be signed by t	he understand duly authorized navon. If	this notice	is filed under Dule 505, the	a fallowing	ionatura agratitutaa
n	undertaking by the issuer to furnish to the U.S. Secu n-accredited investor pursuant to paragraph (b)(2) of	rities and Exchange Commission, upon wr				
	suer (Print or Type)	Signature	7	Date		
7(	enPath Pharmaceuticals, Inc.	Mantango		August 7, 2003		
la	ame of Signer (Print or Type)	Title of Signer (Print or Type)				
`u	nan Ha-Ngoc	President and Chief Executive Officer				
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## ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)