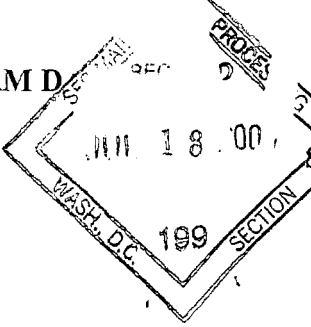


FORM D

1333817



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

FORM D

OMB APPROVAL table with OMB Number: 3235-0076, Expires: May 31, 2005, Estimated average burden hours per form: 1.00

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields



Name of Offering (check if this is an amendment and name has changed, and indicate change.) Limited Partnership Interests

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.) BAY CITY CAPITAL FUND IV CO-INVESTMENT FUND, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 750 BATTERY STREET, SUITE 400, SAN FRANCISCO, CA 94111 415-676-3830

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business LIFE SCIENCES INVESTMENT FUND

Type of Business Organization: corporation, limited partnership, already formed, limited partnership, to be formed, other (please specify)

Actual or Estimated Date of Incorporation or Organization: Month Year JANUARY 2004 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CA CN for Canada, FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

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 U.S.C 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Information Required: A new filing must contain all information requested. 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.

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.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- 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;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) Promoter Beneficial Owner Executive Officer
that Apply: Director General and/or Managing Partner

Full Name (Last name first, if individual)
BAY CITY CAPITAL MANAGEMENT IV LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
750 BATTERY STREET, SUITE 400, SAN FRANCISCO, CA 94111

Check Box(es) Promoter Beneficial Owner Executive Officer
that Apply: Director General and/or Managing Partner

Full Name (Last name first, if individual)
CRAVES, FRED

Business or Residence Address (Number and Street, City, State, Zip Code)
C/O BAY CITY CAPITAL LLC, 750 BATTERY STREET, SUITE 400, SAN FRANCISCO, CA 94111

Check Box(es) Promoter Beneficial Owner Executive Officer
that Apply: Director General and/or Managing Partner

Full Name (Last name first, if individual)
GOLDFISCHER, CARL

Business or Residence Address (Number and Street, City, State, Zip Code)
C/O BAY CITY CAPITAL LLC, 750 BATTERY STREET, SUITE 400, SAN FRANCISCO, CA 94111

Check Box(es) Promoter Beneficial Owner Executive Officer
that Apply: Director General and/or Managing Partner

Full Name (Last name first, if individual)
WATERWALKER, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
P.O. BOX 1548, WILSON, WYOMING 83014

Check Box(es) Promoter Beneficial Owner Executive Officer
that Apply: Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) Promoter Beneficial Owner Executive Officer
that Apply: Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) Promoter Beneficial Owner Executive Officer
that Apply: Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) Promoter Beneficial Owner Executive Officer
that Apply: Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ N/A

3. Does the offering permit joint ownership of a single unit?..... Yes No

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.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers -

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

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 and indicate in the columns below the amounts of the securities offering for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>0</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (Series A Preferred Stock including warrants).....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>7,446,970</u>	\$ <u>7,446,970</u>
Other (Specify _____).....	\$ <u>0</u>	\$ <u>0</u>
Total.....	\$ _____	\$ _____

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."

		Aggregate Dollar Amount
Accredited Investors.....	<u>32</u>	\$ <u>7,294,470</u>
Non-accredited Investors.....	<u>12</u>	\$ <u>152,500</u>
Total (for filings under Rule 504 only).....	<u>0</u>	\$ <u>0</u>

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 Offering	Type of Security	Dollar Amount Sold
Rule 505.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total	<u>N/A</u>	\$ <u>N/A</u>

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.....	<input type="checkbox"/>	\$ <u>-0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>-0</u>
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>50,000</u>
Accounting Fees.....	<input type="checkbox"/>	\$ <u>-0</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>-0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>-0</u>
Other Expenses (Identify) <u>Blue Sky Exempt Filing Fees</u>	<input checked="" type="checkbox"/>	\$ <u>2,650</u>
Total.....	<input checked="" type="checkbox"/>	\$ <u>52,560</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer"

\$ 7,394,410

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

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payment to Officers, Directors, & Affiliates	
Salaries and fees.....	<input type="checkbox"/> \$ -0	<input type="checkbox"/> \$ -0
Purchase of real estate.....	<input type="checkbox"/> \$ -0	<input type="checkbox"/> \$ -0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ -0	<input type="checkbox"/> \$ -0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ -0	<input type="checkbox"/> \$ -0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....		
Repayment of indebtedness	<input type="checkbox"/> \$ -0	<input type="checkbox"/> \$ -0
Working capital	<input type="checkbox"/> \$ -0	<input checked="" type="checkbox"/> \$7,394,410
Other (specify):	<input type="checkbox"/> \$ -0	<input type="checkbox"/> \$ -0
Column Totals	<input type="checkbox"/> \$ -0	<input checked="" type="checkbox"/> \$7,394,410
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$7,394,410

D. FEDERAL SIGNATURE

The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) BAY CITY CAPITAL FUND IV CO-INVESTMENT FUND, L.P	Signature <i>Fred Craves</i>	Date 7/1/05
Name of Signer (Print or Type) FRED B. CRAVES *	Title of Signer (Print or Type) Managing Director *	

*Managing Director of Bay City Capital LLC, Manager of Bay City Capital Management IV LLC, General Partner of Issuer

ATTENTION

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

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in State (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1))
State	Yes	No	Limited Partnership Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	\$50,000	1	\$50,000				
AR									
CA	X		\$2,528,485	13	\$2,225,985	12	\$152,500		X
CO		X	\$50,000	1	\$50,000				X
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL		X	\$1,450,000	6	\$1,450,000				X
IN									
IA									
KS									
KY									
LA		X	\$120,000	1	\$120,000				X
ME									
MD									
MA									
MI		X	\$100,000	2	\$100,000				X

