

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

FORM D

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

OMB APPROVAL	_
OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per form1	

SEC USE ONLY						
Prefix		Serial				
DA	TE RECEIV	/ED				

050644	
Name of Offering	(□ check if

Name of Offening (check if this is an	amendment and name has char	iged, a	nd indicate change.)			
Offering of Warrants to purchase Series conversion of such Series B Preferred Sto		Prefen	red Stock issuable upor	n exercise of the V	Varrants, and any (Common Stock issuable upon
Filing Under (Check box(es) that apply):	☐ Rule 504		☐ Rule 505	Rule 506	☐ Section 4	4(6) ULOE
Type of Filing:		X	New Filing		☐ Amendmen	t
	A. BA	SIC II	DENTIFICATION DA	TA		
1. Enter the information requested abo	out the issuer					
Name of Issuer (LI check if this is an am	nendment and name has change	d, and	indicate change.)			
Hansen Medical, Inc.						
Address of Executive Offices	(Number and	Street,	City, State, Zip Code)	Telephone Num	ber (Including Area	(Code)
380 North Bernardo Avenue				(650) 404-5800		_
Address of Principal Business Operation (if different from Executive Offices)	Code)	Telephone Number (Including Area Code)				
Same as above.				Same as above.		PROCESSED
Brief Description of Business Medical device manufacturing.					3	AHG 2 3 2005
Type of Business Organization						
	limited partnership, alre	ady for	med		☐ other (please	specifyTHOMSON FINANCIAL
☐ business trust	☐ limited partnership, to b	e form	ed		,	FINANCIAL
Actual or Estimated Date of Incorporation	· ·		09	<u>rear</u> 02	☑ Actual	☐ Estimated
Jurisdiction of Incorporation or Organiza	•		l Service abbreviation for foreign jurisdiction)	or State: DE		

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. 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.

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. 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 the 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.

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 control number.

EC 1972 (2-97) 1 of 9)



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) that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	▼ Director	General and/or Managing Partner
	name first, if individual)	· · · · · · · · · · · · · · · · · · ·			,
Business or Res	idence Address (Number and	Street, City, State, Zip Code) Avenue, Mountain View, Cali	fornia, 94043		
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last Freund, M.D., J	name first, if individual)				
Business or Res	idence Address (Number and stures, 125 University Avenue,		·		
Check Boxes that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	➤ Director	General and/or Managing Partner
Full Name (Las Hirsch, M.D., R	name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code) et, Suite 200, Palo Alto, CA 94	301		-
Check Boxes that Apply:	.☐ Promoter	E Beneficial Owner	☐ Executive Officer	▼ Director	General and/or Managing Partner
Full Name (Las Shapiro, James	name first, if individual)				
	idence Address (Number and isel Healthcare Venture Partne	Street, City, State, Zip Code) ers, L.P., One Montgomery Stre	et, San Francisco, CA 94104		
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner ■ Compare the second of the second o	☐ Executive Officer	■ Director	General and/or Managing Partner
Full Name (Las Watkins, F. The	name first, if individual) omas				
	idence Address (Number and entures, 1550 El Camino Real,	Street, City, State, Zip Code) Suite 150, Menlo Park, CA 94	025		
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	■ Executive Officer	Director	General and/or Managing Partner
Full Name (Las Younge, Rober	t name first, if individual)				
	idence Address (Number and lical, Inc., 380 North Bernarde	Street, City, State, Zip Code) o Avenue, Mountain View, Cali	ifornia, 94043		
Check Boxes that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las Wallace, Dan	t name first, if individual)				
	sidence Address (Number and lical, Inc., 380 North Bernarde	Street, City, State, Zip Code) o Avenue, Mountain View, Cal	ifornia, 94043		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
	t name first, if individual) ed with, and individuals with b	peneficial ownership of shares h	neld by, Skyline Ventures		
	sidence Address (Number and Avenue, Palo Alto, CA 94301	Street, City, State, Zip Code)			
125 Offiversity	Avenue, 1 alo Allo, CA 94301				

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) that Apply:	[] Promoter	☑ Beneficial Owner		Director	☐ General and/or Managing Partner
	name first, if individual)				
		eneficial ownership of shares he	eld by, Prospect Venture Partners		
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
435 Tasso Stree	t, Suite 200, Palo Alto, CA 94	301		•	
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Entities affiliate			eld by, Thomas Weisel Healthcar	e Venture Partners, L.P.	
	idence Address (Number and				
	y Street, San Francisco, CA	94104			. 1
Check Boxes that Apply:	Promoter :	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
	name first, if individual)				
		peneficial ownership of shares he	eld by, De Novo Ventures		
	idence Address (Number and Real, Suite 150, Menlo Park				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			

					В.	INFORMA	ATION ABO	OUT OFFER	RING				
1.	Has the issu	er sold, or do	pes the issuer	intend to s					under ULOE.			Yes No	<u> </u>
2.	2. What is the minimum investment that will be accepted from any individual?								\$ <u>N./A</u>				
3.	Does the off	fering permit	joint owners	ship of a sin	igle unit?	••••••				•••••••		Yes _ ✓ No	·
4.	solicitation registered w	of purchaser	s in connectand/or with	tion with sa a state or sta	ales of secu ates, list the	urities, in the e name of the	e offering. e broker or c	lf a person t lealer. If mo	to be listed is	an associated	person or	agent of a b	muneration for roker or dealer rsons of such a
N/A				·									
Full	Name (Last	name first, if	individual)					·		· · · · · · · · · · · · · · · · · · ·			
			+										
Bus	iness or Resid	dence Addres	ss (Number a	and Street, (City, State,	Zip Code)							
Nan	ne of Associa	ited Broker o	r Dealer										
State	es in Which I	Person Listed	Has Solicite	ed or Intend	s to Solicit	Purchasers						···	
											•••••		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]
[M]	7]	[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)										
										•			
Bus	iness or Resi	dence Addre	ss (Number :	and Street, (City, State,	Zip Code).							
Nan	ne of Associa	ited Broker o	r Dealer										
Stat	es in Which	Person Listed	d Has Solicit	ed or Intend	ls to Solicit	Purchasers							
(Ch	eck "All State	es" or check	individual S	tates)									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]
[M]	Γ}	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	<u> </u>	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Last	name first, it	f individual)	·					`				
	·				~ .								
Bus	iness or Resi	dence Addre	ss (Number	and Street,	City, State,	Zip Code)							
Nar	ne of Associa	ated Broker o	or Dealer										
Stat	tes in Which	Person Lister	d Has Solicit	ed or Intend	ds to Solici	t Purchasers							
(Ch	eck "All Stat	es" or check	individual S	tates)		•••••		•					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]
[M]	Γ]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	(OR)	[PA]

[VT]

[VA]

[VA]

[WV]

[WI]

[WY]

[PR]

[RI]

[SC]

[SD]

[TN]

[TX]

[UT]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 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 offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt \$ 7,000,000.00 Equity Common □ Preferred Convertible Securities (including warrants)..... Partnership Interests Total..... \$ 7,209,998.60 209,998.60 Answer also in Appendix, Column 3, if filing under ULOE. 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 Aggregate Investors Dollar Amount of Purchases \$ ______209,998.60 Accredited Investors 0 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 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 Dollar Amount Sold Security Type of Offering Rule 505..... Regulation A..... Rule 504..... Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the

Transfer Agent's Fees		\$ 0
Printing and Engraving Costs		\$ 0
Legal Fees	×	\$ 5,000.00
Accounting Fees		\$ 0
Engineering Fees		\$ 0
Sales Commissions (specify finders' fees separately)		\$. 0
Other Expenses (Identify)		\$ 0
Total	×	\$ 5,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AN	D USE OF PRO	CEEDS		
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer".	and total expenses	furnished	\$	7,204,998.60
5. Indicate-below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for • If the amount for any purpose is not known, furnish an estimate and check the box to the left of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Que	estimate. The to			
	Payment to 0	Officers,		Payment To
	Directors, &		_	Others
Salaries and fees	□ s			0
Purchase of real estate	□ \$	0	□ s	0
Purchase, rental or leasing and installation of machinery and equipment	□ s	0	≥ \$	1,000,000.00
Construction or leasing of plant buildings and facilities	□ \$	0	□ s	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)	□ s	0	□ s	0
Repayment of indebtedness	□ s	0	□ s	0
Working capital	□ s	0	× §	6,204,998.60
Other (specify):	□ s	. 0	Пѕ	0
	□ s			<u>o</u>
Column Totals				7,204,998.60
Total Payments Listed (column totals added)		 3 s		
D. FEDERAL SIGNATURE				
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written requinon-accredited investor pursuant to paragraph (b)(2) of Rule 502.				
Issuer (Print or Type) Signature Additional Control of the Contr			Date	
Hansen Medical, Inc.	be a		August_	17,2005
Name of Signer (Print or Type)) .			
Larry Strauss Chief Financial Officer				

ATTENTION

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