

METABASIS THERAPEUTICS INC
 Form 4
 April 18, 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 *
 EVNIN LUKE

2. Issuer Name and Ticker or Trading Symbol
 METABASIS THERAPEUTICS INC [MBRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/16/2008

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

C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR

(Street)

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

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

BOSTON, MA 02116

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/16/2008 | | X | 244,881 (2) A \$ 2.34 | 4,742,859 | I | See footnote (3) |
| Common Stock | 04/16/2008 | | P | 71,866 (5) A \$ 2.34 | 4,814,725 | I | See footnote (6) |

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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|------------------------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Common Stock Warrant (Right to Buy) | \$ 6.74 | 04/16/2008 | | J ⁽¹⁾ | | 244,881 ⁽²⁾ | | 03/29/2006 | 09/30/2010 | Common Stock |
| Common Stock Warrant (Right to Buy) | \$ 2.34 | 04/16/2008 | | J ⁽¹⁾ | | 244,881 ⁽²⁾ | | 04/16/2008 | 04/16/2008 | Common Stock |
| Common Stock Warrant (Right to Buy) | \$ 2.34 | 04/16/2008 | | X | | 244,881 ⁽²⁾ | | 04/16/2008 | 04/16/2008 | Common Stock |
| Common Stock Warrant (Right to Buy) | \$ 2.69 | 04/16/2008 | | P | | 70,538 ⁽⁷⁾ | | 04/16/2008 | 04/16/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EVNIN LUKE C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116 | X | X | | |

Signatures

/s/ Luke Evnin

04/18/2008

**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).

(1) Represents the reduction in the exercise price of such warrants from \$6.74 to \$2.34.

The warrants were held and exercised as follows: 164,854 by MPM BioVentures II-QP, L.P. ("BV II QP"), 18,195 by MPM BioVentures II, L.P. ("BV II"), 3,795 by MPM Asset Management Investors 2000B LLC ("AM 2000") and 58,037 by MPM BioVentures GmbH &

(2) Co. Parallel-Beteiligungs KG ("BV KG"). MPM Asset Management II, L.P. and MPM Asset Management II LLC ("AM II LLC") are the direct and indirect general partners of BV II QP, BV II and BV KG. The Reporting Person is a member of AM II LLC and AM 2000. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(3) The shares are held as follows: 3,192,939 by BV II QP, 352,326 by BV II, 73,513 by AM 2000 and 1,124,081 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(4) No securities owned

(5) The shares were purchased as follows: 48,379 by BV II QP, 5,340 by BV II, 1,115 by AM 2000 and 17,032 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(6) The shares are held as follows: 3,241,318 by BV II QP, 357,666 by BV II, 74,628 by AM 2000 and 1,141,113 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(7) The warrants were purchased and are held as follows: 47,485 by BV II QP, 5,241 by BV II, 1,094 by AM 2000 and 16,718 by BV KG. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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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