

MCPHERRON MATTHEW V
 Form 3
 October 04, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Â MCPHERRON MATTHEW V (Last) (First) (Middle) C/O BROOKSIDE CAPITAL, LLC, Â 111 HUNTINGTON AVENUE (Street) BOSTON, Â MA Â 02199 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/04/2007	3. Issuer Name and Ticker or Trading Symbol MAP Pharmaceuticals, Inc. [MAPP]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series C Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	1,120,975	\$ (1)	I	See Footnote (3)
Series D Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	1,164,389	\$ (2)	I	See Footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCPHERRON MATTHEW V C/O BROOKSIDE CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199	Â X	Â X	Â	Â

Signatures

/s/ Matthew V. McPherron 10/04/2007

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) All of the outstanding shares of the Issuer's Series C Convertible Preferred Stock will automatically convert into common stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.
- (2) All of the outstanding shares of the Issuer's Series D Convertible Preferred Stock will automatically convert into common stock on a one-for-one basis immediately prior to the closing of the Issuer's initial public offering.
- (3) Includes 1,120,975 shares of Series C Preferred Stock and 1,164,389 shares of Series D Preferred Stock held by Brookside Capital Partners Fund, L.P. ("Brookside") following a 1-for-1.77 reverse stock split effective upon the consummation of the Issuer's public offering. Mr. Matthew V. McPherron is a Managing Director of Brookside, and accordingly may be deemed to beneficially own the shares of Series C Preferred Stock and Series D Preferred Stock held by Brookside. Mr. McPherron disclaims beneficial ownership of such shares 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. 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 number.