

TorreyPines Therapeutics, Inc.
Form SC 13G/A
February 13, 2008

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

SCHEDULE 13G

(Amendment No. 1)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

TorreyPines Therapeutics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

89235K105

(CUSIP Number)

December 31, 2007

(Date of Event That Requires Filing of this Statement)

Edgar Filing: TorreyPines Therapeutics, Inc. - Form SC 13G/A

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ []

Rule 13d-1(b)

☐ []

Rule 13d-1(c)

☒ [X]

Rule 13d-1(d)

* This Amendment No. 1 to Schedule 13G is being filed in order to correct certain errors contained in our original Schedule 13G, filed with the Securities and Exchange Commission on January 19, 2007.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 89235K105

13G

Page 2 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta California Partners II, L.P.

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Delaware

Number Of Shares

(5)

1,487,867 (a)

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

-0-

Person With

Shared Voting Power

(7)

1,487,867 (a)

Sole Dispositive Power

(8)

-0-

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,487,867 (a)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

9.21%

(b)

(12)

Type Of Reporting Person

PN

(a) Alta California Partners II, L.P. (ACPII) has sole voting and dispositive control over 1,258,044 shares of common stock (Common Stock) and warrants to purchase 229,823 shares of Common Stock of TorreyPines Therapeutics, Inc. (the Issuer), except that Alta California Management Partners II, LLC (ACMPII), the general partner of ACPII, and Jean Deleage (Deleage), and Guy Nohra (Nohra) and Daniel Janney (Janney), and Garrett Gruener (Gruener), Alix Marduel (Marduel), managing directors of ACMPII, may be deemed to share the right to direct the voting and dispositive control over such stock. Additional information about ACPII is set forth in Attachment A hereto.

(b) The percentage set forth in row (11) is based on an aggregate of 15,738,496 shares of Common Stock outstanding provided by the Issuer for the filing of this form.

CUSIP No. 89235K105

13G

Page 3 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta California Management Partners II, LLC

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Delaware

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

1,487,867 (c)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

1,487,867 (c)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,487,867 (c)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

9.21%

(b)

(12)

Type Of Reporting Person

OO

(c) ACMPII shares voting and dispositive power over the 1,258,044 shares of Common Stock and warrants to purchase 229,823 shares of Common Stock beneficially owned by ACPII.

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta Embarcadero Partners II, LLC

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

California

Number Of Shares

(5)

18,796 (d)

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

-0-

Person With

Shared Voting Power

(7)

18,796 (d)

Sole Dispositive Power

(8)

-0-

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

18,796 (d)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

0.12%

(b)

(12)

Type Of Reporting Person

OO

(d) Alta Embarcadero Partners II, LLC (AEPII) has sole voting and dispositive control over 15,893 shares of Common Stock and warrants to purchase 2,903 shares of Common Stock, except that Deleage, Nohra, Marduel, and Gruener, members of AEPII, may be deemed to share the right to direct the voting and dispositive control over such stock.

CUSIP No. 89235K105

13G

Page 5 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta California Partners II, L.P. New Pool

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Delaware

Number Of Shares (5) 425,971 (e)

Beneficially Owned Sole Voting Power

By Each Reporting (6) -0-

Person With Shared Voting Power

(7) 425,971 (e)

Sole Dispositive Power

(8) -0-

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

425,971 (e)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

2.64%

(b)

(12)

Type Of Reporting Person

PN

(e) Alta California Partners II, L. P. New Pool (ACPII-NP) has sole voting and dispositive control over 358,414 shares of Common Stock and warrants to purchase 67,557 shares of Common Stock, except that Alta California Management Partners II New Pool, LLC (ACMPII-NP), the general partner of ACPII-NP, Deleage, Nohra, Janney, Gruener, and Marduel, managing directors of ACMPII-NP, may be deemed to share the right to direct the voting and dispositive control over such stock.

CUSIP No. 89235K105

13G

Page 6 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta California Management Partners II, LLC New Pool

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Delaware

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

425,971 (f)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

425,971 (f)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

425,971 (f)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

2.64%

(b)

(12)

Type Of Reporting Person

OO

(f) ACMPH-NP shares voting and dispositive power over the 358,414 shares of Common Stock and warrants to purchase 67,557 shares of Common Stock beneficially owned by ACPII-NP.

CUSIP No. 89235K105

13G

Page 7 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta BioPharma Partners III, L.P.

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Delaware

Number Of Shares

(5)

650,255 (g)

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

-0-

Person With

Shared Voting Power

(7)

650,255 (g)

Sole Dispositive Power

(8)

-0-

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

650,255 (g)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

4.03%

(b)

(12)

Type Of Reporting Person

PN

(g) Alta BioPharma Partners III, L. P. (ABPIII) has sole voting and dispositive control over 547,128 shares of Common Stock and warrant to purchase 103,127 shares of Common Stock, except that Alta BioPharma Management Partners III, LLC (ABMPIII), the general partner of ABPIII, Deleage, Farah Champsy (Champsy), Edward Penhoet (Penhoet), Edward Hurwitz (Hurwitz), and Marduel, directors of ABMPIII, may be deemed to share the right to direct the voting and dispositive control over such stock.

CUSIP No. 89235K105

13G

Page 8 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Germany

Number Of Shares	(5)	43,670 (h)
------------------	-----	------------

Beneficially Owned	Sole Voting Power
--------------------	-------------------

By Each Reporting	(6)	-0-
-------------------	-----	-----

Person With	Shared Voting Power
-------------	---------------------

(7)	43,670 (h)
-----	------------

Sole Dispositive Power

(8)	-0-
-----	-----

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

43,670 (h)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

0.27%

(b)

(12)

Type Of Reporting Person

PN

(h) Alta BioPharma Partners III GmbH & Co. Beteiligungs KG (ABPIIIKG) has sole voting and dispositive control over 36,744 shares of Common Stock and warrant to purchase 6,926 shares of Common Stock, except that Alta BioPharma Management Partners III, LLC (ABMIII), the managing limited partner of ABPIIIKG, Deleage, Farah Champsi (Champsi), Edward Penhoet (Penhoet), Edward Hurwitz (Hurwitz), and Marduel, directors of ABMPIII may be deemed to share the right to direct the voting and dispositive control over such stock.

CUSIP No. 89235K105

13G

Page 9 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta BioPharma Management III, LLC

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

Delaware

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

693,925 (i)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

693,925 (i)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

693,925 (i)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

4.30%

(b)

(12)

Type Of Reporting Person

OO

(i) ABMIII shares voting and dispositive power over the 547,128 shares of Common Stock and warrant to purchase 103,127 shares of Common Stock beneficially owned by ABPIII and the 36,744 shares of Common Stock and warrant to purchase 6,926 shares of Common Stock beneficially owned by ABPIIIKG.

CUSIP No. 89235K105

13G

Page 10 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alta Embarcadero BioPharma Partners III, LLC

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

California

Number Of Shares

(5)

16,024 (j)

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

-0-

Person With

Shared Voting Power

(7)

16,024 (j)

Sole Dispositive Power

(8)

-0-

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

16,024 (j)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

0.10%

(b)

(12)

Type Of Reporting Person

OO

(j) Alta Embarcadero BioPharma Partners III, LLC (AEBPIII) has sole voting and dispositive control over 13,483 shares of Common Stock and warrant to purchase 2,541 shares of Common Stock, except that Deleage, Farah Champsí (Champsí), Edward Penhoet (Penhoet), Edward Hurwitz (Hurwitz), and Marduel, managers of AEBPIII may be deemed to share the right to direct the voting and dispositive control over such stock.

CUSIP No. 89235K105

13G

Page 11 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Jean Deleage

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

Number Of Shares

(5)

10,000

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

2,642,583 (k)

Person With

Shared Voting Power

(7)

10,000

Sole Dispositive Power

(8)

2,642,583 (k)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

2,652,583 (k)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

16.41%

(b)

(12)

Type Of Reporting Person

IN

(k) Deleage shares voting and dispositive control over the 1,258,044 shares of Common Stock and warrant to purchase 229,823 shares of Common Stock beneficially owned by ACPII, the 15,893 shares of Common Stock and warrant to purchase 2,903 shares of Common Stock beneficially owned by AEPII, the 358,414 shares of Common Stock and warrant to purchase 67,557 shares of Common Stock beneficially owned by ACPIINP, the 547,128 shares of Common Stock and warrant to purchase 103,127 shares of Common Stock beneficially owned by ABPIII, the 36,744 shares of Common Stock and warrant to purchase 6,926 shares of Common Stock beneficially owned by ABPIIIKG, and the 13,483 shares of Common Stock and warrant to purchase 2,541 shares of Common Stock beneficially owned by AEBPIII. Deleage also have sole voting and dispositive power over 10,000 shares of Common Stock option.

CUSIP No. 89235K105

13G

Page 12 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Garrett Gruener

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

1,932,634 (1)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

1,932,634 (1)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,932,634 (1)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

11.97%

(b)

(12)

Type Of Reporting Person

IN

(1) Gruener shares voting and dispositive control over the 1,258,044 shares of Common Stock and warrant to purchase 229,823 shares of Common Stock beneficially owned by ACPII, the 15,893 shares of Common Stock and warrant to purchase 2,903 shares of Common Stock beneficially owned by AEPII, and the 358,414 shares of Common Stock and warrant to purchase 67,557 shares of Common Stock beneficially owned by ACPIINP.

CUSIP No. 89235K105

13G

Page 13 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Daniel Janney

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

1,913,838 (m)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

1,913,838 (m)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,913,838 (m)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

11.85%

(b)

(12)

Type Of Reporting Person

IN

(m) Janney shares voting and dispositive control over the 1,258,044 shares of Common Stock and warrant to purchase 229,823 shares of Common Stock beneficially owned by ACPII and the 358,414 shares of Common Stock and warrant to purchase 67,557 shares of Common Stock beneficially owned by ACPIINP.

CUSIP No. 89235K105

13G

Page 14 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Alix Marduel

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

2,642,583 (n)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

2,642,583 (n)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

2,642,583 (n)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

16.43%

(b)

(12)

Type Of Reporting Person

IN

(n) Marduel shares voting and dispositive control over the 1,258,044 shares of Common Stock and warrant to purchase 229,823 shares of Common Stock beneficially owned by ACPII, the 15,893 shares of Common Stock and warrant to purchase 2,903 shares of Common Stock beneficially owned by AEPII, the 358,414 shares of Common Stock and warrant to purchase 67,557 shares of Common Stock beneficially owned by ACPIINP, the 547,128 shares of Common Stock and warrant to purchase 103,127 shares of Common Stock beneficially owned by ABPIII, the 36,744 shares of Common Stock and warrant to purchase 6,926 shares of Common Stock beneficially owned by ABPIIIKG, and the 13,483 shares of Common Stock and warrant to purchase 2,541 shares of Common Stock beneficially owned by AEBPIII.

CUSIP No. 89235K105

13G

Page 15 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Guy Nohra

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

1,932,634 (o)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

1,932,634 (o)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

1,932,634 (o)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

11.97%

(b)

(12)

Type Of Reporting Person

IN

(o) Nohra shares voting and dispositive control over the 1,258,044 shares of Common Stock and warrant to purchase 229,823 shares of Common Stock beneficially owned by ACPII, the 15,893 shares of Common Stock and warrant to purchase 2,903 shares of Common Stock beneficially owned by AEPII, and the 358,414 shares of Common Stock and warrant to purchase 67,557 shares of Common Stock beneficially owned by ACPIINP.

CUSIP No. 89235K105

13G

Page 16 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Farah Champsi

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

709,949 (p)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

709,949 (p)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

709,949 (p)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

4.40%

(b)

(12)

Type Of Reporting Person

IN

(p) Champsi shares voting and dispositive control over the 547,128 shares of Common Stock and warrant to purchase 103,127 shares of Common Stock beneficially owned by ABPIII, the 36,744 shares of Common Stock and warrant to purchase 6,926 shares of Common Stock beneficially owned by ABPIIIKG, and the 13,483 shares of Common Stock and warrant to purchase 2,541 shares of Common Stock beneficially owned by AEBPIII.

CUSIP No. 89235K105

13G

Page 17 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Edward Hurwitz

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

709,949 (q)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

709,949 (q)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

709,949 (q)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

4.40%

(b)

(12)

Type Of Reporting Person

IN

(q) Hurwitz shares voting and dispositive control over the 547,128 shares of Common Stock and warrant to purchase 103,127 shares of Common Stock beneficially owned by ABPIII, the 36,744 shares of Common Stock and warrant to purchase 6,926 shares of Common Stock beneficially owned by ABPIIIKG, and the 13,483 shares of Common Stock and warrant to purchase 2,541 shares of Common Stock beneficially owned by AEBPIII.

CUSIP No. 89235K105

13G

Page 18 of 27 Pages

(1) Names of Reporting Persons. SS or I.R.S. Identification Nos. of Above Persons

Edward Penhoet

(2) Check The Appropriate Box If A Member Of A Group

(a)

☐ []

(b)

☒ [X]

(3)

SEC Use Only

(4)

Citizenship or Place of Organization

United States

Number Of Shares

(5)

-0-

Beneficially Owned

Sole Voting Power

By Each Reporting

(6)

709,949 (r)

Person With

Shared Voting Power

(7)

-0-

Sole Dispositive Power

(8)

709,949 (r)

Shared Dispositive Power

(9)

Aggregate Amount Beneficially Owned By Each Reporting Person

709,949 (r)

(10)

Check If The Aggregate Amount In Row (9) Excludes Certain Shares*

(11)

Percent Of Class Represented By Amount In Row (9)

4.40%

(b)

(12)

Type Of Reporting Person

IN

(r) Penhoet shares voting and dispositive control over the 547,128 shares of Common Stock and warrant to purchase 103,127 shares of Common Stock beneficially owned by ABPIII, the 36,744 shares of Common Stock and warrant to purchase 6,926 shares of Common Stock beneficially owned by ABPIIIKG, and the 13,483 shares of Common Stock and warrant to purchase 2,541 shares of Common Stock beneficially owned by AEBPIII.

Item 1.

(a)

Name of Issuer: TorreyPines Therapeutics, Inc. (Issuer)

(b)

Address of Issuer's Principal Executive Offices:

11085 North Torrey Pines Road

Suite 300

La Jolla, CA 92037

Item 2.

(a)

Name of Person Filing:

Alta California Partners II, L.P. (ACPII)

Alta California Partners II, L.P. New Pool (ACPII-NP)

Alta California Management Partners II, LLC (ACMPII)

Alta California Management Partners II, LLC New Pool (ACMPII-NP)

Alta Embarcadero Partners II, LLC (AEPII)

Alta BioPharma Partners III, L.P. (ABPIII)

Alta BioPharma Management III, LLC (ABMIII)

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG (ABPIIIKG)

Alta Embarcadero BioPharma Partners III, LLC (AEBPIII)

Jean Deleage (JD)

Garrett Gruener (GG)

Daniel Janney (DJ)

Alix Marduel (AM)

Guy Nohra (GN)

Farah Champs (FC)

Edward Hurwitz (EH)

Edward Penhoet (EP)

(b)

Address of Principal Business Office:

One Embarcadero Center, Suite 3700

San Francisco, CA 94111

(c)

Citizenship/Place of Organization:

Entities:	ACPII	Delaware
	ACPII-NP	Delaware
	ACMPII	Delaware
	ACMPII-NP	Delaware
	AEPII	California
	ABPIII	Delaware
	ABMIII	Delaware
	ABPIIIKG	Germany
	AEBPIII	California
Individuals:	JD	United States
	GG	United States
	DJ	United States
	AM	United States
	GN	United States

FC	United States
EH	United States
EP	United States

CUSIP No. 89235K105

13G

Page 20 of 27 Pages

(d)

Title of Class of Securities:

Common Stock

(e)

CUSIP Number: 89235K105

Item 3.**Not applicable.****Item 4****Ownership.****Please see Attachment A**

		ACPII	ACMPPII	ACPII-NP	ACMPPII-NP	AEPII
(a)	Beneficial Ownership	1,487,867	1,487,867	425,971	425,971	18,796
(b)	Percentage of Class	9.21%	9.21%	2.64%	2.64%	0.12%
(c)	Sole Voting Power	1,487,867	-0-	425,971	-0-	18,796
	Shared Voting Power	-0-	1,487,867	-0-	425,971	-0-
	Sole Dispositive Power	1,487,867	-0-	425,971	-0-	18,796
	Shared Dispositive Power	-0-	1,487,867	-0-	425,971	-0-
		ABPIII	ABMIII	ABPIIIKG	AEBPIII	
(a)	Beneficial Ownership	650,255	693,925	43,670	16,024	
(b)	Percentage of Class	4.03%	4.30%	0.27%	0.10%	
(c)	Sole Voting	650,255	-0-	43,670	16,024	

Power

Shared Voting	-0-	693,925	-0-	-0-
---------------	-----	---------	-----	-----

Power

Sole Dispositive	650,255	-0-	43,670	16,024
------------------	---------	-----	--------	--------

Power

Shared	-0-	693,925	-0-	-0-
--------	-----	---------	-----	-----

Dispositive

Power

	JD	GG	DJ	AM	GN	FC	EH	EP
(a) Beneficial Ownership	2,642,583	1,932,634	1,913,838	2,642,583	1,932,634	709,949	709,949	709,949
(b) Percentage of Class	16.42%	11.97%	11.85%	16.37%	11.97%	4.40%	4.40%	4.40%
(c) Sole Voting Power	10,000	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Shared Voting Power	2,642,583	1,932,634	1,913,838	2,642,583	1,932,634	709,949	709,949	709,949
Sole Dispositive Power	10,000	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Shared Dispositive Power	2,642,583	1,932,634	1,913,838	2,642,583	1,932,634	709,949	709,949	709,949

Item 5.**Ownership of Five Percent or Less of a Class**

Not Applicable.

Item 6.**Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

Item 7.**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

Item 8.**Identification and Classification of Members of the Group**

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

Not applicable.

EXHIBITS

A:

Joint Filing Statement

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date:

February 12, 2008

ALTA CALIFORNIA PARTNERS II, L.P.

ALTA EMBARCADERO PARTNERS II, LLC

By: Alta California Management Partners II, LLC,

Its General Partner

By: /s/ Guy Nohra

By: /s/ Guy Nohra

Guy Nohra, Managing Director

Guy Nohra, Member

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC

ALTA CALIFORNIA PARTNERS II, L.P. NEW POOL

By: Alta California Management Partners II, LLC New Pool, Its General Partner

By: /s/ Guy Nohra

By: /s/ Guy Nohra

Guy Nohra, Managing Director

Guy Nohra, Managing Director

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC NEW POOL

By: /s/ Guy Nohra

Guy Nohra, Managing Director

/s/ Jean Deleage

/s/ Guy Nohra

Jean Deleage

Guy Nohra

/s/ Garrett Gruener

/s/ Alix Marduel

Garrett Gruener

Alix Marduel

/s/ Daniel Janney

Daniel Janney

ALTA BIOPHARMA PARTNERS III, L.P.

ALTA EMBARCADERO BIOPHARMA PARTNERS III, LLC

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champs

By: /s/ Farah Champs

Farah Champs, Director

Farah Champs, Manager

ALTA BIOPHARMA MANAGEMENT III, LLC

By: /s/ Farah Champs

Farah Champs, Director

ALTA BIOPHARMA PARTNERS III GMBH & CO. BETEILIGUNGS KG

By: Alta BioPharma Management III, LLC

By: /s/ Jean Deleage

Jean Deleage, Director

/s/ Jean Deleage

/s/ Alix Marduel

Jean Deleage

Alix Marduel

/s/ Farah Champsi

/s/ Edward Penhoet

Farah Champsi

Edward Penhoet

/s/ Edward Hurwitz

Edward Hurwitz

EXHIBIT A

AGREEMENT OF JOINT FILING

Date:

February 12, 2008

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ALTA CALIFORNIA PARTNERS II, L.P.

ALTA EMBARCADERO PARTNERS II, LLC

By: Alta California Management Partners II, LLC,

Its General Partner

By: /s/ Guy Nohra

By: /s/ Guy Nohra

Guy Nohra, Managing Director

Guy Nohra, Member

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC

ALTA CALIFORNIA PARTNERS II, L.P. NEW POOL

By: Alta California Management Partners II, LLC New Pool, Its General Partner

By: /s/ Guy Nohra

By: /s/ Guy Nohra

Guy Nohra, Managing Director

Guy Nohra, Managing Director

ALTA CALIFORNIA MANAGEMENT PARTNERS II, LLC NEW POOL

By: /s/ Guy Nohra

Guy Nohra, Managing Director

/s/ Jean Deleage

/s/ Guy Nohra

Jean Deleage

Guy Nohra

/s/ Garrett Gruener

/s/ Alix Marduel

Garrett Gruener

Alix Marduel

/s/ Daniel Janney

Daniel Janney

ALTA BIOPHARMA PARTNERS III, L.P.

ALTA EMBARCADERO BIOPHARMA PARTNERS III, LLC

By: Alta BioPharma Management III, LLC

By: /s/ Farah Champsi

By: /s/ Farah Champsi

Farah Champsi, Director

Farah Champsi, Manager

ALTA BIOPHARMA MANAGEMENT III, LLC

By: /s/ Farah Champsi

Farah Champsi, Director

ALTA BIOPHARMA PARTNERS III GMBH & CO. BETEILIGUNGS KG

By: Alta BioPharma Management III, LLC

By: /s/ Jean Deleage

Jean Deleage, Director

/s/ Jean Deleage

/s/ Alix Marduel

Jean Deleage

Alix Marduel

/s/ Farah Champsi

/s/ Edward Penhoet

Farah Champsi

Edward Penhoet

/s/ Edward Hurwitz

Edward Hurwitz

Attachment A

Alta California Partners II, L.P. beneficially owns 1,258,044 shares of Common Stock and warrants to purchase 229,823 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta Embarcadero Partners II, LLC beneficially owns 15,893 shares Common Stock and warrants to purchase 2,903 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta California Partners II, L.P. New Pool beneficially owns 358,414 shares of Common Stock and warrants to purchase 67,557 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta BioPharma Partners III, L.P. beneficially owns 547,128 shares of Common Stock and warrants to purchase 103,127 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta Embarcadero BioPharma Partners III, LLC beneficially owns 13,483 shares Common Stock and warrants to purchase 2,541 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta BioPharma Partners III GmbH & Co. Beteiligungs KG beneficially owns 36,744 shares of Common Stock and warrants to purchase 6,926 shares of Common Stock and exercises sole voting and dispositive control over such shares, except to the extent set forth below.

Alta California Management Partners II, LLC is the general partner of Alta California Partners II, L.P. and may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund. Alta California Management Partners II, LLC disclaims beneficial ownership of all such shares, except to the extent of its pecuniary

interest therein.

Alta California Management Partners II, LLC New Pool is the general partner of Alta California Partners II, L.P. New Pool and may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund. Alta California Management Partners II, LLC New Pool disclaims beneficial ownership of all such shares, except to the extent of its pecuniary interest therein.

Alta BioPharma Management Partners III, LLC is the general partner of Alta BioPharma Partners III, L.P. and the managing limited partner of Alta BioPharma Partners III GmbH & Co. Beteiligungs KG and may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund. Alta BioPharma Management Partners III, LLC disclaims beneficial ownership of all such shares, except to the extent of its pecuniary interest therein.

Mr. Jean Deleage is a managing director of Alta California Management Partners II, LLC, a managing director of Alta California Management Partners II, LLC New Pool, and a member of Alta Embarcadero Partners II, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds. Mr. Deleage disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein. Mr. Deleage is also a director of Alta BioPharma Management Partners III, LLC and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund. Mr. Deleage disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

Mr. Garrett Gruener is a managing director of Alta California Management Partners II, LLC, a managing director of Alta California Management Partners II, LLC New Pool, and a member of Alta Embarcadero Partners II, LLC. He

may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds. Mr. Gruener disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

Mr. Guy Nohra is a managing director of Alta California Management Partners II, LLC, a managing director of Alta California Management Partners II, LLC New Pool, and a member of Alta Embarcadero Partners II, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds. Mr. Nohra disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein

Mr. Daniel Janney is a managing director of Alta California Management Partners II, LLC and Alta California Management Partners II, LLC New Pool. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds. Mr. Janney disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

Dr. Alix Marduel is a managing director of Alta California Management Partners II, LLC and Alta California Management Partners II, LLC New Pool, and a member of Alta Embarcadero Partners II, LLC. She may be deemed to share the right to direct the voting and dispositive control over the shares held by such funds. Dr. Marduel disclaims beneficial ownership of all such shares, except to the extent of her pecuniary interest therein. Dr. Marduel is also a director of Alta BioPharma Management Partners III, LLC and a manager of Alta Embarcadero BioPharma Partners III, LLC. She may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund. Dr. Marduel disclaims beneficial ownership of all such shares, except to the extent of her pecuniary interest therein. Dr. Marduel has sole voting and dispositive power over 5,000 shares of Common Stock options.

Ms. Farah Champsy a director of Alta BioPharma Management Partners III, LLC and a manager of Alta Embarcadero BioPharma Partners III, LLC. She may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund. Ms. Champsy disclaims beneficial ownership of all such shares, except to the extent of her pecuniary interest therein.

Mr. Edward Hurwitz a director of Alta BioPharma Management Partners III, LLC and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund. Mr. Edward Hurwitz disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.

Mr. Edward Penhoet a director of Alta BioPharma Management Partners III, LLC and a manager of Alta Embarcadero BioPharma Partners III, LLC. He may be deemed to share the right to direct the voting and dispositive control over the shares held by such fund. Mr. Edward Penhoet disclaims beneficial ownership of all such shares, except to the extent of his pecuniary interest therein.