

TERCICA INC  
Form SC 13D/A  
February 14, 2005

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

Tercica, Inc.

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**(Name of Issuer)**

Common Stock, \$0.001 par value per share

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**(Title of Class of Securities)**

88078L 10 5

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**(CUSIP Number)**

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Jeffrey I. Martin

c/o Rho Capital Partners, Inc.

152 West 57<sup>th</sup> Street, 23<sup>rd</sup> Floor

New York, NY 10019

212-784-8872

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 8, 2005

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange 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. 88078L 10 5

**SCHEDULE 13D**

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Rho Capital Partners, Inc.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

(b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

New York

**7 SOLE VOTING POWER**

**NUMBER OF** 2,991,998

**SHARES** **8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** -0-

**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 2,991,998

**WITH** **10 SHARED DISPOSITIVE POWER**

-0-

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

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2,991,998

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%

**14** TYPE OF REPORTING PERSON (See Instructions)

CO, IA

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CUSIP No. 88078L 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Joshua Ruch

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Republic of South Africa

**7 SOLE VOTING POWER**

**NUMBER OF** 11,000

---

**SHARES** **8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 2,991,998

---

**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 11,000

---

**WITH** **10 SHARED DISPOSITIVE POWER**

2,991,998

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**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,002,998

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%

**14** TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP No. 88078L 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Habib Kairouz

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Canada

**7 SOLE VOTING POWER**

NUMBER OF -0-

**8 SHARED VOTING POWER**

**BENEFICIALLY**

OWNED BY 2,991,998

**9 SOLE DISPOSITIVE POWER**

**REPORTING**

PERSON -0-

**10 SHARED DISPOSITIVE POWER**

2,991,998

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**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,991,998

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%

**14** TYPE OF REPORTING PERSON (See Instructions)

IN



CUSIP No. 88078L 10 5

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Mark Leschly

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Kingdom of Denmark

**7 SOLE VOTING POWER**

**NUMBER OF** -0-

**SHARES** **8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** 2,991,998

**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** -0-

**WITH** **10 SHARED DISPOSITIVE POWER**

2,991,998

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**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,014,498\*

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.8%

**14** TYPE OF REPORTING PERSON (See Instructions)

IN

\* Includes options to purchase 22,500 shares exercisable within 60 days. See Item 6.

CUSIP No. 88078L 10 5

**SCHEDULE 13D**

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Rho Ventures IV, L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a)

(b)

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

WC

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF** 374,629

---

**SHARES** **8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** -0-

---

**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 374,629

---

**WITH** **10 SHARED DISPOSITIVE POWER**

-0-

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

374,629

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%

**14** TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 88078L 10 5

**SCHEDULE 13D**

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Rho Ventures IV (QP), L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

WC

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**7 SOLE VOTING POWER**

**NUMBER OF** 881,971

**SHARES** **8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** -0-

**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 881,971

**WITH** **10 SHARED DISPOSITIVE POWER**

-0-

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

881,971

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.9%

**14** TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 88078L 10 5

**SCHEDULE 13D**

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Rho Ventures IV GmbH & Co. Beteiligungs KG

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

WC

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Germany

**7 SOLE VOTING POWER**

**NUMBER OF** 919,141

**SHARES** **8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** -0-

**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 919,141

**WITH** **10 SHARED DISPOSITIVE POWER**

-0-

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

919,141

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

**14** TYPE OF REPORTING PERSON (See Instructions)

PN



CUSIP No. 88078L 10 5

**SCHEDULE 13D**

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Rho Management Trust I

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

WC

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

New York

**7 SOLE VOTING POWER**

**NUMBER OF** 816,257

**SHARES** **8 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** -0-

**EACH** **9 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** 816,257

**WITH** **10 SHARED DISPOSITIVE POWER**

-0-

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

816,257

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.7%

**14** TYPE OF REPORTING PERSON (See Instructions)

OO

CUSIP No. 88078L 10 5

SCHEDULE 13D

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)

Rho Management Ventures IV, LLC

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)**

(a) ..

(b) ..

**3 SEC USE ONLY**

**4 SOURCE OF FUNDS (See Instructions)**

N/A

**5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

**6 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**NUMBER OF** 7 **SOLE VOTING POWER**

**SHARES**

**BENEFICIALLY**

**OWNED BY**

**EACH**

**REPORTING**

**PERSON**

**WITH**