

TERCICA INC  
Form FWP  
January 24, 2006

Filed pursuant to Rule 433

Registration Statement No. 333-128224

January 24, 2006

**Free Writing Prospectus**

**Dated January 24, 2006**

**5,000,000 Shares**

**Tercica, Inc.**

**Common Stock**

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*This free writing prospectus relates only to the securities described below and should be read together with the preliminary prospectus supplement, dated January 24, 2006, and accompanying prospectus, relating to these securities.*

Tercica intends to offer 5,000,000 newly issued shares of its common stock at a public offering price of \$6.40 per share under an effective shelf registration statement on file with the Securities and Exchange Commission. We also intend to grant to the underwriter of the proposed offering a 30-day option to purchase up to an additional 750,000 newly issued shares of common stock.

We estimate that the gross proceeds from the sale of 5,000,000 shares of common stock in this offering will be approximately \$32 million, based on a public offering price of \$6.40 per share, or approximately \$37 million if the underwriter exercises its option to purchase additional shares in full.

*The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-800-524-4462.*

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