

Altus Pharmaceuticals Inc.
 Form 3
 February 02, 2006

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Warburg Pincus Partners LLC			(Month/Day/Year)	Altus Pharmaceuticals Inc. [ALTU]	
(Last)	(First)	(Middle)	01/25/2006	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
466 LEXINGTON AVENUE				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
NEW YORK, Â NY Â 10017				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below)	(specify below)
					6. Individual or Joint/Group Filing(Check Applicable Line)
					<input type="checkbox"/> Form filed by One Reporting Person
					<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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)

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

Warrants	05/21/2004	05/21/2011	Series C Convertible Preferred Stock <u>(1)</u> <u>(2)</u>	1,630,914	\$ 4.31	D <u>(3)</u>	Â
Series C Convertible Preferred Stock	05/21/2004	01/31/2006 ⁽⁴⁾	Common Stock <u>(2)</u>	3,263,251	\$ 0 <u>(2)</u>	D <u>(3)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warburg Pincus Partners LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
WARBURG PINCUS LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â
WARBURG PINCUS & CO 466 LEXINGTON AVENUE NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

/s/ Scott Arenare 02/02/2006
 __Signature of Date
 Reporting Person

Scott Arenare 02/02/2006
 __Signature of Date
 Reporting Person

Scott Arenare 02/02/2006
 __Signature of Date
 Reporting Person

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) The Series C Convertible Preferred Stock is convertible into Common Stock.
 (2) Series C Convertible Preferred Stock converts to common stock on a 1-for-0.44077 basis.

- The stockholder is Warburg Pincus Private Equity VIII, L.P. ("WP VIII"). Warburg Pincus Partners, LLC ("WPP LLC"), a subsidiary of Warburg Pincus & Co. ("WP"), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC ("WP LLC"). The address of the Warburg Pincus entities is 466 Lexington Avenue, New York, New York 10017. Jonathan S. Leff and Stewart J. Hen, (3) directors of the Company, are general partners of WP and managing directors and members of WP LLC. Messrs. Leff and Hen disclaim beneficial ownership of all shares held by the Warburg Pincus entities. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members of WP LLC and may be deemed to control the Warburg Pincus entities. Messrs. Kaye and Landy disclaim beneficial ownership of all shares held by the Warburg Pincus entities.
- (4) This is the anticipated date of the closing of the Issuer's initial public offering, which will trigger the mandatory conversion of the Series C Convertible Preferred Stock into common stock.

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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