

Edgar Filing: XCYTE THERAPIES INC - Form SC 13G

XCYTE THERAPIES INC
Form SC 13G
February 07, 2006

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

SCHEDULE 13G
(Amendment No. __)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

XCYTE THERAPIES, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

98389F309

(CUSIP Number)

December 31, 2005

(Date of Event That Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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. 98389F309

Page 2 of 14 Pages

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

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Alta Partners

(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

Please see Attachment A and Footnote 1

Number Of Shares	(5)	Sole Voting Power	-0-
Beneficially Owned	(6)	Shared Voting Power	1,567,929
By Each Reporting		Please see Attachment A and Footnote 1	
Person With	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,567,929
		Please see Attachment A and Footnote 1	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,567,929 Please see Attachment A and Footnote 1

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.18% Please see Attachment A and Footnote 1

(12) Type Of Reporting Person

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 1: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and 24,961 shares of Common Stock, and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. Please see Attachment A.

CUSIP No. 98389F309

Page 3 of 14 Pages

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

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Above Persons

Alta California Partners, 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

Please see Attachment A and Footnote 1

Number Of Shares Beneficially Owned By Each Reporting Person With Footnote 1	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power Please see Attachment A and Footnote 1	1,567,929
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power Please see Attachment A and Footnote 1	1,567,929

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,567,929 Please see Attachment A and Footnote 1

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.18% Please see Attachment A and Footnote 1

(12) Type Of Reporting Person

PN

Footnote 1: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and 24,961 shares of Common Stock, and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. Please see Attachment A.

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

Alta California Management Partners, 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

Please see Attachment A and Footnote 1

Number Of Shares Beneficially Owned By Each Reporting Person With 1	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,567,929
		Please see Attachment A and Footnote 1	
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,567,929
		Please see Attachment A and Footnote 1	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,567,929 Please see Attachment A and Footnote 1

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.18% Please see Attachment A and Footnote 1

(12) Type Of Reporting Person

PN

Footnote 1: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and 24,961 shares of Common Stock, and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. Please see Attachment A.

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

Alta Embarcadero Partners, 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

Please see Attachment A and Footnote 1

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power	1,567,929
		Please see Attachment A and Footnote 1	
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power	1,567,929
		Please see Attachment A and Footnote 1	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,567,929 Please see Attachment A and Footnote 1

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.18% Please see Attachment A and Footnote 1

(12) Type Of Reporting Person

CO

Footnote 1: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and 24,961 shares of Common Stock, and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. Please see Attachment A.

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(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

Please see Attachment A and Footnote 1

Number Of Shares Beneficially Owned By Each Reporting Person With	(5)	Sole Voting Power	17,954
	(6)	Shared Voting Power	1,567,929
		Please see Attachment A and Footnote 2	
	(7)	Sole Dispositive Power	17,954
	(8)	Shared Dispositive Power	1,567,929
		Please see Attachment A and Footnote 2	

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,585,883 Please see Attachment A and Footnote 2

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.25% Please see Attachment A and Footnote 2

(12) Type Of Reporting Person

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 2: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and 24,961 shares of Common Stock, and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. Mr. Deleage holds Stock Options for 17,954 shares of Common Stock. Please see Attachment A.

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(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

Please see Attachment A and Footnote 1

Number Of Shares Beneficially Owned By Each Reporting Person With Footnote 1	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power Please see Attachment A and Footnote 1	1,567,929
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power Please see Attachment A and Footnote 1	1,567,929

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,567,929 Please see Attachment A and Footnote 1

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.18% Please see Attachment A and Footnote 1

(12) Type Of Reporting Person

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 1: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and 24,961 shares of Common Stock, and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero

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Partners, LLC. Please see Attachment A.

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(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

Please see Attachment A and Footnote 3

Number Of Shares Beneficially Owned By Each Reporting Person With Footnote 3	(5)	Sole Voting Power	-0-
	(6)	Shared Voting Power Please see Attachment A and Footnote 3	1,533,462
	(7)	Sole Dispositive Power	-0-
	(8)	Shared Dispositive Power Please see Attachment A and Footnote 3	1,533,462

(9) Aggregate Amount Beneficially Owned By Each Reporting Person

1,533,462 Please see Attachment A and Footnote 3

(10) Check If The Aggregate Amount In Row (11) Excludes Certain Shares*

(11) Percent Of Class Represented By Amount In Row (11)

6.04% Please see Attachment A and Footnote 3

(12) Type Of Reporting Person

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Footnote 3: Includes 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P. Please see Attachment A.

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Item 1.

- (a) Name of Issuer: Xcyte Therapies, Inc. ("Issuer")
- (b) Address of Issuer's Principal Executive Offices:
 1124 Columbia Street, Suite 130
 Seattle, WA 98104

Item 2.

- (a) Name of Person Filing:
 Alta Partners ("AP")
 Alta California Partners, L.P. ("ACP")
 Alta California Management Partners, L.P. ("ACMP")
 Alta Embarcadero Partners, LLC ("AEP")
 Jean Deleage ("JD")
 Garrett Gruener ("GG")
 Guy Nohra ("GN")
- (b) Address of Principal Business Office:
 One Embarcadero Center, Suite 4050
 San Francisco, CA 94111
- (c) Citizenship/Place of Organization:
- | | | |
|--------------|------|---------------|
| Entities: | AP | California |
| | ACP | Delaware |
| | ACMP | Delaware |
| | AEP | California |
| Individuals: | JD | United States |
| | GG | United States |
| | GN | United States |
- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 98389F309

Item 3. Not applicable.

Item 4 Ownership.
 Please see Attachment A

	AP	ACP	ACMP	AEP
(a) Beneficial Ownership	1,567,929	1,567,929	1,567,929	1,567,929

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(b)	Percentage of Class	6.18%	6.18%	6.18%	6.18%
(c)	Sole Voting Power	-0-	-0-	-0-	-0-
	Shared Voting Power	1,567,929	1,567,929	1,567,929	1,567,929
	Sole Dispositive Power	-0-	-0-	-0-	-0-
	Shared Dispositive Power	1,567,929	1,567,929	1,567,929	1,567,929
		JD	GG	GN	
(a)	Beneficial Ownership	1,585,883	1,567,929	1,533,462	
(b)	Percentage of Class	6.25%	6.18%	6.04%	
(c)	Sole Voting Power	17,954	-0-	-0-	
	Shared Voting Power	1,567,929	1,567,929	1,533,462	
	Sole Dispositive Power	17,954	-0-	-0-	
	Shared Dispositive Power	1,567,929	1,567,929	1,533,462	

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

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By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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 3, 2006

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.P.

By: /s/ Jean Deleage

Jean Deleage, President

By: /s/ Jean Deleage

Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

Jean Deleage, General Partner

By: /s/ Jean Deleage

Jean Deleage, Member

/s/ Jean Deleage

Jean Deleage

/s/ Guy Nohra

Guy Nohra

/s/ Garrett Gruener

Garrett Gruener

EXHIBIT A

AGREEMENT OF JOINT FILING

Date: February 3, 2006

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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 PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management
Partners, L.P.

By: /s/ Jean Deleage

Jean Deleage, President

By: /s/ Jean Deleage

Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

Jean Deleage, General Partner

By: /s/ Jean Deleage

Jean Deleage, Member

/s/ Jean Deleage

Jean Deleage

/s/ Guy Nohra

Guy Nohra

/s/ Garrett Gruener

Garrett Gruener

Attachment A

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC. Alta California Partners, L.P. beneficially owns 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock). Alta Embarcadero Partners, LLC beneficially owns 24,961 shares of Common Stock and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock). The respective general partners and members of Alta California Partners, L.P. and Alta Embarcadero Partners, LLC exercise sole voting and investment power with respect to the shares owned by such funds.

Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.) and members of Alta Embarcadero Partners, LLC. As general partners and members of such entities, they may be deemed to share voting and investment power over the shares held by such funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Jean Deleage, Director, is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.)

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and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and dispositive powers over the 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and the 24,961 shares of Common Stock and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein. He holds Stock Options for 17,954 shares of Common Stock; 5,454 shares of Common Stock granted 11/15/1996 which were fully vested on 11/15/2001 and will expire on 11/15/2006, and 12,500 shares of Common Stock granted 6/17/2005, which vest 1/24th per month and will expire on 6/17/2015.

Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he currently shares voting and dispositive powers over the 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P., and the 24,961 shares of Common Stock and 2,234 shares of Convertible Exchangeable Preferred Stock (convertible into 9,506 shares of Common Stock) beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.). Thus he currently shares voting and dispositive powers over the 1,117,439 shares of Common Stock and 97,766 shares of Convertible Exchangeable Preferred Stock (convertible into 416,023 shares of Common Stock) beneficially owned by Alta California Partners, L.P. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of his proportionate pecuniary interests therein.

Alta Partners is a venture capital firm with an office in San Francisco. Alta Partners is California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership, and Alta Embarcadero Partners, LLC is a California Limited Liability Company.