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SEATTLE GENETICS INC /WA Form SC 13D March 01, 2007

# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**SCHEDULE 13D** (Rule 13d-101)

## Under the Securities Exchange Act of 1934 (Amendment No. )

SEATTLE GENETICS, INC.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

812578102

(CUSIP Number)

Elizabeth DeGuzman, Esq. JPMP Capital Corp. 270 Park Avenue New York, NY 10017

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

February 9, 2007

(Date of Event which Requires Filing of this Amendment)

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 §§240.13d-l(e), 240.13d-l(f) or 240.13d-l(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*§240.13d-7 for other parties to whom copies are to be sent.

<sup>\*</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to

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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 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*)

1 NAMES OF REPORTING PERSONS		
I.R.S. IDENTIFICATION NOS. OF ABOVE 1	DED SONS (ENTITIES ONLV)	
i.k.s. iDENTIFICATION NOS. OF ABOVE	EKSONS (ENTITIES ONLT)	
J.P. Morgan Partners (BHCA), L.P.		
13-3371826		
2 CHECK THE APPROPRIATE BOX IF A M	IEMBER OF A GROUP	
(a) "	EMBER OF A GROOT	
(b) ý		
3 SEC USE ONLY		
4 SOURCE OF FUNDS		
WC		
5 CHECK BOX IF DISCLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED	
PURSUANT TO ITEMS 2(d) or 2(e)	ETROCEEDITOS IS REQUIRED	
6 CITIZENSHIP OR PLACE OF ORGANIZA	TION	
Delaware		
NUMBER OF SHARES BENEFICIALLY	7 SOLE VOTING POWER	
OWNED BY EACH REPORTING	2,753,574 (includes shares of Series A	
PERSON WITH	Convertible Preferred Stock, warrants to	
	purchase 469,594 shares of common stock and	
	20,000 options to purchase common stock)	
	8 SHARED VOTING POWER	
	-0-	
	9 SOLE DISPOSITIVE POWER	
	2,753,574 (includes shares of Series A	
	Convertible Preferred Stock, warrants to	
	purchase 469,594 shares of common stock and	
	20,000 options to purchase common stock)	
	10 SHARED DISPOSITIVE POWER	
	-0-	
11 AGGREGATE AMOUNT BENEFICIALL	Y OWNED BY EACH REPORTING PERSON	
2,753,574 (includes shares of Series A Conver	tible Preferred Stock, warrants to purchase	
469,594 shares of common stock and 20,000 options to purchase common stock)		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES		
CERTAIN SHARES "		
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
5.39%		
14 TYPE OF REPORTING PERSON		
PN		

1 NAMES OF REPORTING PERSONS			
I.R.S. IDENTIFICATION NOS. OF ABOVE 1	PERSONS (ENTITIES ONLY)		
J.P. Morgan Partners Global Investors, L.P.			
13-4197054			
2 CHECK THE APPROPRIATE BOX IF A M	IEMBER OF A GROUP		
(a) "			
(b) ý			
3 SEC USE ONLY			
4 SOURCE OF FUNDS			
WC			
5 CHECK BOX IF DISCLOSURE OF LEGAL	L PROCEEDINGS IS REQUIRED		
PURSUANT TO ITEMS 2(d) or 2(e) "			
6 CITIZENSHIP OR PLACE OF ORGANIZATION			
Delaware			
NUMBER OF SHARES BENEFICIALLY	7 SOLE VOTING POWER		
OWNED BY EACH REPORTING	661,271 (includes shares of Series A Convertible		
PERSON WITH	Preferred Stock and warrants to purchase		
	101,421 shares of common stock)		
	8 SHARED VOTING POWER		
	-0-		
	9 SOLE DISPOSITIVE POWER		
	661,271 (includes shares of Series A Convertible		
	Preferred Stock and warrants to purchase		
	101,421 shares of common stock)		
	10 SHARED DISPOSITIVE POWER		
-0-			
	Y OWNED BY EACH REPORTING PERSON		
661,271 (includes shares of Series A Convertible Preferred Stock and warrants to purchase			
101,421 shares of common stock)			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES			
CERTAIN SHARES "			
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
1.29 %			
14 TYPE OF REPORTING PERSON			
PN			

1 NAMES OF REPORTING PERSONS		
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
J.P. Morgan Partners Global Investors A, L.P.		
26-0032493		
2 CHECK THE APPROPRIATE BOX IF A M	IEMBER OF A GROUP	
(a) "		
(b) ý		
3 SEC USE ONLY		
4 SOURCE OF FUNDS		
WC		
5 CHECK BOX IF DISCLOSURE OF LEGAL	L PROCEEDINGS IS REQUIRED	
PURSUANT TO ITEMS 2(d) or 2(e) "		
6 CITIZENSHIP OR PLACE OF ORGANIZA	TION	
Delaware		
NUMBER OF SHARES BENEFICIALLY	7 SOLE VOTING POWER	
OWNED BY EACH REPORTING	127,798 (includes shares of Series A Convertible	
PERSON WITH	Preferred Stock and warrants to purchase 51,478	
	shares of common stock)	
	8 SHARED VOTING POWER	
	-0-	
	9 SOLE DISPOSITIVE POWER	
	127,798 (includes shares of Series A Convertible	
	Preferred Stock and warrants to purchase 51,478	
	shares of common stock)	
	10 SHARED DISPOSITIVE POWER	
11 A CODECATE A MOUNTE DENTEE COLLI	-0-	
	Y OWNED BY EACH REPORTING PERSON	
127,798 (includes shares of Series A Convertible Preferred Stock and warrants to purchase		
51,478 shares of common stock)		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
0.25%		
14 TYPE OF REPORTING PERSON		
PN		

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  J.P. Morgan Partners Global Investors (Cayman), L.P. 13-4197057  2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) " (b) ý  3 SEC USE ONLY  4 SOURCE OF FUNDS  WC  5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) "  6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands  NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH PERSON WITH PERSON WITH PERSON WITH PROMITE OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH PROMITE OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH PROMITE OF STARES OF SERIES A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  II SHARED VOTING POWER  297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  II AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  II AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  II AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  II AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  II AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)	1 NAMES OF REPORTING PERSONS		
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13-4197057 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) " (b) ý 3 SEC USE ONLY 4 SOURCE OF FUNDS WC 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) " 6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH PERSON WITH  3 SOLE VOTING POWER 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  8 SHARED VOTING POWER 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  10 SHARED DISPOSITIVE POWER 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 3 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.58%  14 TYPE OF REPORTING PERSON			
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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.58%  14 TYPE OF REPORTING PERSON		,	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.58%  14 TYPE OF REPORTING PERSON			
297,986 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 13,826 shares of common stock)  12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.58%  14 TYPE OF REPORTING PERSON	11 AGGREGATE AMOUNT RENEEICIALI		
13,826 shares of common stock) 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.58% 14 TYPE OF REPORTING PERSON			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.58%  14 TYPE OF REPORTING PERSON	1		
CERTAIN SHARES  13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  0.58%  14 TYPE OF REPORTING PERSON			
0.58% 14 TYPE OF REPORTING PERSON			
0.58% 14 TYPE OF REPORTING PERSON			
	* *		
	14 TYPE OF REPORTING PERSON		

1 NAMES OF REPORTING PERSONS		
I.R.S. IDENTIFICATION NOS. OF ABOVE	PERSONS (ENTITIES ONLY)	
J.P. Morgan Partners Global Investors (Cayma	ın) II, L.P.	
26-0005546		
2 CHECK THE APPROPRIATE BOX IF A M	MEMBER OF A GROUP	
(a) "		
(b) ý		
3 SEC USE ONLY		
4 SOURCE OF FUNDS		
WC		
5 CHECK BOX IF DISCLOSURE OF LEGAL	L PROCEEDINGS IS REQUIRED	
PURSUANT TO ITEMS 2(d) or 2(e)		
6 CITIZENSHIP OR PLACE OF ORGANIZA	ATION	
Cayman Islands		
NUMBER OF SHARES BENEFICIALLY	7 SOLE VOTING POWER	
OWNED BY EACH REPORTING	37,396 (includes shares of Series A Convertible	
PERSON WITH	Preferred Stock and warrants to purchase 5,736	
	shares of common stock)	
	8 SHARED VOTING POWER	
	-0-	
	9 SOLE DISPOSITIVE POWER	
	37,396 (includes shares of Series A Convertible	
	Preferred Stock and warrants to purchase 5,736	
	shares of common stock)	
	10 SHARED DISPOSITIVE POWER	
	-0-	
	Y OWNED BY EACH REPORTING PERSON	
37,396 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 5,736		
shares of common stock)		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES		
CERTAIN SHARES "		
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
0.07%		
14 TYPE OF REPORTING PERSON		
PN		

1 NAMES OF REPORTING PERSONS	1 NAMES OF REPORTING PERSONS		
I.R.S. IDENTIFICATION NOS. OF ABOVE 1	PERSONS (ENTITIES ONLY)		
J.P. Morgan Partners Global Investors (Selldov	vn), L.P.		
56-2489868			
2 CHECK THE APPROPRIATE BOX IF A M	IEMBER OF A GROUP		
(a) "			
(b) ý			
3 SEC USE ONLY			
4 SOURCE OF FUNDS			
WC			
5 CHECK BOX IF DISCLOSURE OF LEGAL	L PROCEEDINGS IS REQUIRED		
PURSUANT TO ITEMS 2(d) or 2(e) "			
6 CITIZENSHIP OR PLACE OF ORGANIZA	TION		
Delaware			
NUMBER OF SHARES BENEFICIALLY	7 SOLE VOTING POWER		
OWNED BY EACH REPORTING	248,504 (includes shares of Series A Convertible		
PERSON WITH	Preferred Stock and warrants to purchase 38,114		
	shares of common stock)		
	8 SHARED VOTING POWER		
	-0-		
	9 SOLE DISPOSITIVE POWER		
	248,504 (includes shares of Series A Convertible		
	Preferred Stock and warrants to purchase 38,114		
	shares of common stock)		
	10 SHARED DISPOSITIVE POWER		
11 ACCDECATE AMOUNT DENEE CLAIL	-0-   11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
248,504 (includes shares of Series A Convertible Preferred Stock and warrants to purchase 38,114 shares of common stock)			
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
0.48%			
14 TYPE OF REPORTING PERSON			
PN			

1	NIAMEC	OF DEDO	DTING	<b>PERSONS</b>
11	NAIVIES	OF REPU	KIINUT	PER20112

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

J.P. Morgan Partners Global Investors (Selldown) II, L.P.

56-2489868

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) "

(b) ý

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING