

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-1(e), 240.13d-1(f) or 240.13d-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* §240.13d-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 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 PERSONS (ENTITIES ONLY)	
J.P. Morgan Partners (BHCA), L.P. 13-3371826	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
(a) <input type="checkbox"/>	
(b) <input checked="" type="checkbox"/>	
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) <input type="checkbox"/>	
6 CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING 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)
	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 BENEFICIALLY OWNED BY EACH REPORTING PERSON 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)	
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.39%	
14 TYPE OF REPORTING PERSON PN	

SCHEDULE 13D**Page 3 of 25**
Pages

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) J.P. Morgan Partners Global Investors, L.P. 13-4197054	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 661,271 (includes shares of Series A Convertible 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-
11 AGGREGATE AMOUNT BENEFICIALLY 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 <input type="checkbox"/>	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.29 %	
14 TYPE OF REPORTING PERSON PN	

SCHEDULE 13D**Page 4 of 25**
Pages

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 MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 127,798 (includes shares of Series A Convertible 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 -0-
11 AGGREGATE AMOUNT BENEFICIALLY 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 <input type="checkbox"/>	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.25%	
14 TYPE OF REPORTING PERSON PN	

SCHEDULE 13D**Page 5 of 25**
Pages

1 NAMES OF REPORTING PERSONS 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) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 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 -0-
	9 SOLE DISPOSITIVE 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 -0-
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 <input type="checkbox"/>	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.58%	
14 TYPE OF REPORTING PERSON PN	

SCHEDULE 13D**Page 6 of 25**
Pages

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) J.P. Morgan Partners Global Investors (Cayman) II, L.P. 26-0005546	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 37,396 (includes shares of Series A Convertible 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-
11 AGGREGATE AMOUNT BENEFICIALLY 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 <input type="checkbox"/>	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.07%	
14 TYPE OF REPORTING PERSON PN	

SCHEDULE 13D**Page 7 of 25**
Pages

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) J.P. Morgan Partners Global Investors (Selldown), L.P. 56-2489868	
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 248,504 (includes shares of Series A Convertible 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 -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 <input type="checkbox"/>	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.48%	
14 TYPE OF REPORTING PERSON PN	

SCHEDULE 13D**Page 8 of 25**
Pages

1 NAMES OF REPORTING PERSONS 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) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
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) <input type="checkbox"/>	
6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	