NEKTAR THERAPEUTICS Form SC 13G/A February 14, 2013

> SECURITIES & EXCHANGE COMMISSION Washington, D.C. 20549

> > SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(Amendment No.6)*

Nektar Therapeutics (Name of Issuer)

Common Stock, \$.0001 Par Value Per Share (Title of Class of Securities)

640268108 (CUSIP Number)

December 31, 2012 (Date of Event Which Requires Filing of this Statement)

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

[] Rule 13d-1(b)
[x] Rule 13d-1(c)
[] Rule 13d-1(d)

(Page 1 of 17 Pages)

*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 purposes 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.640268108		0268108	13G		2	of 17		Pages
	(1)	NAMES OF REPORTING PERSONS	5					
		HealthCor Management, L.P.						

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) [X] (b) []
(3)	SEC USE ONLY
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES	(5) SOLE VOTING POWER 0
BENEFICIALLY	(6) SHARED VOTING POWER 11,000,000
EACH	(7) SOLE DISPOSITIVE POWER 0
REPORTING PERSON WITH	<pre>(8) SHARED DISPOSITIVE POWER 11,000,000</pre>
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,000,000
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES(see instructions) [
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.55%
(12)	TYPE OF REPORTING PERSON (see instructions) PN
CUSIP No. 64	0268108 13G Page 3 of 17 Page
(1)	NAMES OF REPORTING PERSONS HealthCor Associates, LLC
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) [X] (b) []
(3)	SEC USE ONLY
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF	(5) SOLE VOTING POWER

SHARES		0
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		11,000,000
EACH	(7)	SOLE DISPOSITIVE POWER 0
REPORTING		
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 11,000,000
(9)	AGGREG 11,000	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES(see instructions) []
(11)	PERCEN 9.55%	T OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
(12)		F REPORTING PERSON (see instructions) imited liability company
CUSIP No. 64	0268108	13G Page 4 of 17 Pages
. ,		OF REPORTING PERSONS For Offshore Master Fund, L.P.
(2)	CHECK I	THE APPROPRIATE BOX IF A MEMBER OF A GROUP(see instructions) (a) [X] (b) []
(3)	SEC USE	ONLY
		ISHIP OR PLACE OF ORGANIZATION Islands
NUMBER OF	(5)	SOLE VOTING POWER 0
SHARES		
BENEFICIALLY	(6)	SHARED VOTING POWER 10,775,000
OWNED BY		
EACH	(7)	SOLE DISPOSITIVE POWER 0
REPORTING		
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 10,775,000

	⊏uga	r Filing: NEKTAR THERAPEUTICS - Form SC 13G/A	
(9)	AGGREGA 10,775,	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE 000	RSON
(10)		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES (see instructions)	[]
(11)	PERCENT 9.36%	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
(12)	TYPE OF PN	REPORTING PERSON (see instructions)	
CUSIP No. 64	0268108	13G Page 5	of 17 Pages
. ,		REPORTING PERSONS r Offshore GP, LLC	
(2)		E APPROPRIATE BOX IF A MEMBER OF A GROUP(see inst	ructions) (a) [X] (b) []
(3)	SEC USE		
	CITIZENS Delaware	HIP OR PLACE OF ORGANIZATION	
NUMBER OF		SOLE VOTING POWER 0	
		SHARED VOTING POWER 10,775,000	
OWNED BY EACH	. ,	SOLE DISPOSITIVE POWER 0	
REPORTING PERSON WITH		SHARED DISPOSITIVE POWER 10,775,000	
(9)	AGGREGA 10,775,	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
(10)		OX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES (see instructions)	[]
(11)	PERCENT 9.36%	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
(12)		REPORTING PERSON (see instructions) mited liability company	

CUSIP No. 64	40268108	13G	Page 6 of 17 Pages
(1)		F REPORTING PERSONS or Hybrid Offshore Master Fund, L.P.	
(2)	CHECK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP(:	see instructions) (a) [X] (b) []
(3)	SEC USE	ONLY	
(4)	CITIZEN Cayman	SHIP OR PLACE OF ORGANIZATION Islands	
NUMBER OF SHARES	(5)	SOLE VOTING POWER 0	
BENEFICIALLY	Y (6)	SHARED VOTING POWER 0	
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0	
	(8)	SHARED DISPOSITIVE POWER 0	
(9)	AGGREG 0	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	RTING PERSON
(10)		BOX IF THE AGGREGATE AMOUNT (9) EXCLUDES CERTAIN SHARES (see instruct:	ions) []
(11)	PERCEN 0.00%	I OF CLASS REPRESENTED BY AMOUNT IN ROW (9))
(12)	TYPE O PN	F REPORTING PERSON (see instructions)	
CUSIP No. 64	40268108	13G	Page 7 of 17 Pages
(1)		F REPORTING PERSONS or Hybrid Offshore GP, LLC	
(2)	СНЕСК Т	HE APPROPRIATE BOX IF A MEMBER OF A GROUP(:	see instructions) (a) [X] (b) []
(3)	SEC USE	ONLY	

	CITIZE Delawa	INSHIP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES	(5)	SOLE VOTING POWER 0	
	<u>(</u> 6)	SHARED VOTING POWER 0	
OWNED BY		·	
EACH	(7)	SOLE DISPOSITIVE POWER 0	
REPORTING PERSON WITH	(8)	SHARED DISPOSITIVE POWER 0	
(9)	AGGRE	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING P	ERSON
(10)		E BOX IF THE AGGREGATE AMOUNT W (9) EXCLUDES CERTAIN SHARES (see instructions)	[]
(11)	PERCE: 0.00%	NT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
(12)		OF REPORTING PERSON (see instructions) limited liability company	
CUSIP No. 64	026810	18 13G Page 8	of 17 Pages
(1)		OF REPORTING PERSONS Cor Group, LLC	
(2)	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP(see ins	tructions) (a) [X] (b) []
(3)	SEC US	E ONLY	
	CITIZE Delawa	NSHIP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES	(5)	SOLE VOTING POWER 0	
BENEFICIALLY	(6)	SHARED VOTING POWER 11,000,000	
OWNED BY EACH	(7)	SOLE DISPOSITIVE POWER	

	0
REPORTING	
PERSON WITH	<pre>(8) SHARED DISPOSITIVE POWER 11,000,000</pre>
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,000,000
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.55%
(12)	TYPE OF REPORTING PERSON (see instructions) OO - limited liability company
CUSIP No. 64	40268108 13G Page 9 of 17 Pages
(1)	NAMES OF REPORTING PERSONS Arthur Cohen
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(see instructions) (a) [X] (b) []
(3)	SEC USE ONLY
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION United States
NUMBER OF SHARES	(5) SOLE VOTING POWER 0
BENEFICIALLY	Y (6) SHARED VOTING POWER 11,000,000
OWNED BY	
EACH	(7) SOLE DISPOSITIVE POWER 0
REPORTING	
PERSON WITH	<pre>(8) SHARED DISPOSITIVE POWER 11,000,000</pre>
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,000,000
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.55%

(12)	TYPE OF	F REPORTING	PERSON (see	e instructi	.ons)		
CUSIP No. 64	40268108		13G			Page 10 of	17 Pages
(1)	NAMES OF Joseph F	F REPORTING Healey	PERSONS				
(2)	CHECK TH	ie appropri <i>i</i>	ATE BOX IF 2	A MEMBER OF	' A GROUP(see instru	actions) (a) [X] (b) []
(3)	SEC USE	ONLY					
(4)	CITIZENS United S		CE OF ORGAN	IZATION			
NUMBER OF	(5)	SOLE VOTING	G POWER				
SHARES							
BENEFICIALLY	Y (6)	SHARED VOT: 11,000,000	ING POWER				
OWNED BY							
EACH REPORTING	(7)	SOLE DISPOS	SITIVE POWE	2			
PERSON WITH	(8)	SHARED DISH 11,000,000	POSITIVE PO	NER			
(9)	AGGREGA 11,000,		BENEFICIALLY	Y OWNED BY	EACH REPO	RTING PERS	50N
	CHECK H	BOX IF THE A	AGGREGATE AN ES CERTAIN S	MOUNT		ions)	[]
			REPRESENTED	BY AMOUNT			
(12)	TYPE OF	F REPORTING	PERSON (see		.ons)		
CUSIP No. 64	40268108		13G				17 Pages
(1)		F REPORTING	PERSONS shore Maste:	r Fund, L.P			

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(see instruc	(a)	ns) [X] []
(3)	SEC USE ONLY		
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES	(5) SOLE VOTING POWER 0		
BENEFICIALLY OWNED BY	Y (6) SHARED VOTING POWER 225,000		
EACH	(7) SOLE DISPOSITIVE POWER 0		
REPORTING PERSON WITH	<pre>(8) SHARED DISPOSITIVE POWER 225,000</pre>		
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO 225,000)N	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)		[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.20%		
(12)	TYPE OF REPORTING PERSON (see instructions) PN		
CUSIP No. 64	40268108 13G Page 12 of	17 1	Pages
(1)	NAMES OF REPORTING PERSONS HealthCor Long Master GP, LLC		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(see instruc	(a)	 ns) [X] []
(3)	SEC USE ONLY		
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	·	
NUMBER OF SHARES	(5) SOLE VOTING POWER 0		

BENEFICIALLY	<pre>(6) SHARED VOTING POWER 225,000</pre>	
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	
REPORTING		
PERSON WITH	<pre>(8) SHARED DISPOSITIVE POWER 225,000</pre>	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instruct	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (90.20%))
(12)	TYPE OF REPORTING PERSON (see instructions) OO - limited liability company	

CUSIP No. 640268108

13G

Page 13 of 17 Pages

- Item 1(a). Name of Issuer: Nektar Therapeutics
- Item 2(a, b, c). Name of Person Filing:

(i) HealthCor Management, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(ii) HealthCor Associates, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(iii) HealthCor Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(iv) HealthCor Offshore GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(v) HealthCor Hybrid Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vi) HealthCor Hybrid Offshore GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vii) HealthCor Group, LLC, a Delaware limited liability company,

Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(viii) Joseph Healey, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(ix) Arthur Cohen, 12 South Main Street, #203 Norwalk, Ct 06854;

(x) HealthCor Long Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019; and

(xi) HealthCor Long Master GP, LLC., a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019.

Both Mr. Healey and Mr. Cohen are United States citizens.

The persons at (i) through (xi) above are collectively referred to herein as the "Reporting Persons".

- CUSIP No. 640268108 13G Page 14 of 17 Pages
- Item 2(d). Title of Class of Securities: Common Stock, \$.0001 Par Value Per Share(the "Common Stock")
- Item 2(e). CUSIP Number: 640268108
- Item 3. Not applicable.
- Item 4. Ownership.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Collectively, HealthCor Offshore Master Fund, L.P., HealthCor Hybrid Offshore Master Fund, L.P., and HealthCor Long Offshore Master Fund, L.P. (each a "Fund" and together, the "Funds") are the beneficial owners of a total of 11,000,000 shares of the Common Stock of the Issuer.

HealthCor Offshore GP, LLC is the general partner of HealthCor Offshore Master Fund, L.P. Accordingly, HealthCor Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P.

HealthCor Hybrid Offshore GP, LLC is the general partner of HealthCor Hybrid Offshore Master Fund, L.P. Accordingly, HealthCor Hybrid Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Hybrid Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P.

HealthCor Long Master GP, LLC is the general partner of HealthCor Long Offshore Master Fund, L.P. Accordingly, HealthCor Long Master GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Long Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Long Master GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Long Offshore Master Fund, L.P.

By virtue of its position as the investment manager of the Funds, HealthCor Management, L.P. may be deemed a beneficial owner of all the shares of Common Stock owned by the Funds. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and thus may also be deemed to beneficially own the shares of Common Stock that are beneficially owned by the Funds.

CUSIP No. 640268108 13G Page 15 of 17 Pages

As the Managers of HealthCor Associates, LLC, Arthur Cohen and Joseph Healey exercise both voting and investment power with respect to the shares of Common Stock reported herein, and therefore each may be deemed a beneficial owner of such Common Stock.

Each of the Reporting Persons hereby disclaims any beneficial ownership of any such shares of Common Stock in excess of their actual pecuniary interest therein.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

- 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. See Exhibit I.
- Item 9. Notice of Dissolution of Group. Not Applicable
- Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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:

Exhibit I: Joint Acquisition Statement, dated as of February 13, 2013.

CUSIP No. 640268108 13G Page 16 of 17 Pages

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.

DATED: February 13, 2013

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin ------Name: John H. Coghlin Title: General Counsel

HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND, L.P. $\,$

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin Title: General Counsel

CUSIP No. 640268108

13G

Page 17 of 17 Pages

HEALTHCOR LONG MASTER GP, LLC, for itself and as general partner of behalf of HEALTHCOR LONG OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner By: /s/ John H. Coghlin ------Name: John H. Coghlin Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

By: /s/ John H. Coghlin Name: John H. Coghlin

Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ John H. Coghlin

Name: John H. Coghlin Title: General Counsel

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen

EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 13, 2013

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin ------Name: John H. Coghlin Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin Title: General Counsel

HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

HEALTHCOR LONG MASTER GP, LLC, for itself and as general partner of behalf of HEALTHCOR LONG OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

HEALTHCOR GROUP, LLC

By: /s/ John H. Coghlin

Name: John H. Coghlin Title: General Counsel

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen