

MAP Pharmaceuticals, Inc.
Form 4
October 12, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
GOLDFISCHER CARL

(Last) (First) (Middle)

**C/O BAY CITY CAPITAL, 750
BATTERY STREET, SUITE 400**

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAP Pharmaceuticals, Inc. [MAPP]

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	10/11/2007		J ⁽¹⁾		176,470	A	\$ 14.502	176,470	I	See footnote (2)
Common Stock	10/11/2007		C		2,170,607	A	\$ 14.502	2,347,077	I	See footnote (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: MAP Pharmaceuticals, Inc. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series B Preferred Stock	(4)	10/11/2007	10/11/2007	C	1,091,815	(5)	(5)	Common Stock	1,091,815
Series C Preferred Stock	(4)	10/11/2007	10/11/2007	C	448,963	(5)	(5)	Common Stock	448,963
Series D Preferred Stock	(4)	10/11/2007	10/11/2007	C	629,829	(5)	(5)	Common Stock	629,829

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDFISCHER CARL C/O BAY CITY CAPITAL 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111		X		

Signatures

/s/ Carl Goldfischer,
M.D. 10/11/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Received pursuant to a cumulative stock dividend accumulated through September 14, 2007, at which time further accumulation ended, to holders of the issuer's preferred stock upon the closing of the issuer's initial public offering.
Represents 172,748 shares held by Bay City Capital Fund IV, L.P. and 3,722 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (2) Represents 2,297,557 shares held by Bay City Capital Fund IV, L.P. and 49,520 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (3) Represents 2,297,557 shares held by Bay City Capital Fund IV, L.P. and 49,520 shares held by Bay City Capital Fund IV Co-Investment Fund, L.P. Dr. Goldfischer is a Managing Director of Bay City Capital, an affiliate of Bay City Capital Fund IV, L.P. and Bay City Capital Fund IV Co-Investment Fund, L.P. and disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

Edgar Filing: MAP Pharmaceuticals, Inc. - Form 4

therein.

- (4) All outstanding shares of the issuer's preferred stock were automatically converted into common stock on a 1-for-1 basis upon the closing of the issuer's initial public offering, for no additional consideration.
- (5) Not applicable, see Note 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.