

MICROMET, INC.
Form SC 13G/A
February 13, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**Information to be Included in Statements Filed Pursuant to § 240.13d-1(b), (c) and (d) and
Amendments Thereto Filed Pursuant to § 240.13d-2.**

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

MICROMET, INC.

(Name of Issuer)

Common, \$.00004 par value per share

(Title of Class of Securities)

13738Y 10 7

(CUSIP Number)

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December 31, 2008

(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)

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 disclosures provided in a prior cover page. The information required on 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).

1. NAME OF REPORTING PERSON

3i Group plc

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United Kingdom

5. SOLE VOTING POWER

NUMBER OF

SHARES 1,812,374
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,812,374
WITH 8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,812,374

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.6%¹

12. TYPE OF REPORTING PERSON

OO

¹ The percentage ownership is based upon 50,686,112 issued and outstanding shares as reported by the Issuer in its filing on Form 10-Q for the quarterly period ended September 30, 2008.

- Item 1 (a). **Name of Issuer**
The name of the issuer to which this filing on Schedule 13G relates is Micromet, Inc. (the Company).
- Item 1 (b). **Address of Issuer's Principal Executive Offices**
The principal executive offices of the Company are located at 6707 Democracy Boulevard, Suite 505, Bethesda, MD 20817.
- Item 2 (a). **Name of Person Filing**
This Statement is being filed on behalf of 3i Group plc.
- Item 2 (b). **Address of Principal Business Office or, if none, Residence**
The principal business address of 3i Group plc is 16 Palace Street, London, United Kingdom SW1E 5JD.
- Item 2 (c). **Citizenship**
3i Group plc is organized under the laws of the United Kingdom.
- Item 2 (d). **Title of Class of Securities**
The class of equity securities of the Company to which this filing on Schedule 13G relates is Common Stock, Par Value \$.00004 per share (Common Stock).
- Item 2 (e). **CUSIP Number**
The CUSIP number of the Company's Common Stock is 13738Y 10 7.
- Item 3. **If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
Not applicable.
- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
 - (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) .. An investment adviser in accordance with §13d-1(b)(1)(ii)(E).
 - (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
 - (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
 - (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
 - (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
 - (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. **Ownership**

Item 4 (a). **Amount beneficially owned**

As of the close of business on December 31, 2008, 3i Group plc was the beneficial owner 1,812,374 shares of Common Stock of the Company.

Item 4 (b). **Percent of Class**

As of the close of business on December 31, 2008, 3i Group plc was the beneficial owner of 3.6% of the Common Stock of the Company. The aggregate percentage of Common Stock reported owned by 3i Group plc is based upon 50,686,112 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of November 3, 2008, based on representations made in the Company's quarterly report for the quarter ended September 30, 2008 on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2008.

Item 4 (c). **Number of shares as to which such person has:**

(i) sole power to vote or to direct the vote:

1,812,374

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

1,812,374

(iv) shared power to dispose or to direct the disposition of:

0

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**

Not Applicable.

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.

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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, 2009

3i GROUP PLC

By: /s/ Krishna Visvanathan
Name: Krishna Visvanathan
Title: Partner