

Edgar Filing: INCYTE GENOMICS INC - Form SC 13D

INCYTE GENOMICS INC
Form SC 13D
August 15, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13D-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(a)

INCYTE GENOMICS, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PER SHARE

(Title of Class of Securities)

45337C-10-2

(CUSIP Number)

BARRY L. BLOOM
655 MADISON AVENUE 8TH FLOOR
NEW YORK, NY 10021
(212) 521-2930

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

AUGUST 5, 2002

(Date of Event which Requires Filing of this Statement)

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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [X]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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 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 (the "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).

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SCHEDULE 13D

CUSIP NO. 45337C-10-2

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Andrew H. Tisch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

3,982,135

EACH
REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

3,982,135

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,982,135

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.8%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Daniel R. Tisch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

52,877

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

3,982,580

9 SOLE DISPOSITIVE POWER

52,877

10 SHARED DISPOSITIVE POWER

3,982,580

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,035,457

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.9%

14 TYPE OF REPORTING PERSON (See Instructions)

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

James S. Tisch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

3,982,135

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

3,982,135

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,982,135

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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5.8%

14 TYPE OF REPORTING PERSON (See Instructions)

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Thomas J. Tisch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

4,182,135

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

4,182,135

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,182,135

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (See Instructions)

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.1%

14 TYPE OF REPORTING PERSON (See Instructions)

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Bonnie J. Tisch

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

444

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

444

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

444

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Julian C. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

27,917

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,900,567

9 SOLE DISPOSITIVE POWER

27,917

10 SHARED DISPOSITIVE POWER

1,900,567

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,928,484

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.9%

14 TYPE OF REPORTING PERSON (See Instructions)

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Felix J. Baker

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1,900,567

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

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1,900,567

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,900,567

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.8%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

ITEM 1. SECURITY AND ISSUER.

This statement on Schedule 13D relates to the common stock, par value \$0.001 per share (the "Common Stock") of Incyte Genomics, Inc., a Delaware corporation (the "Company"). The principal executive offices of the Company are located at 3160 Porter Drive, Palo Alto, California 94304.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is being filed by Andrew H. Tisch, Daniel R. Tisch, James S. Tisch, Thomas J. Tisch, Bonnie J. Tisch, Julian C. Baker and Felix J. Baker (each, a "Reporting Person"). Each of the Reporting Persons is a United States citizen.

Set forth below is certain information with respect to each of the Reporting Persons:

NAME	BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION
Andrew H. Tisch	667 Madison Avenue New York, NY 10021	Member, Management Committee, Loews Corporation (a public company primarily engaged in insurance and tobacco)
Daniel R. Tisch	c/o Mentor Partners, L.P. 499 Park Avenue New York, NY 10022	General Partner, Mentor Partners, L.P. (a partnership engaged in investment activities)
James S. Tisch	667 Madison Avenue New York, NY 10021	President and Chief Operating Officer, Loews Corporation (a public company primarily engaged in insurance and tobacco)
Thomas J. Tisch	667 Madison Avenue	Managing Partner of FLF

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	New York, NY 10021	Associates and Manager of Four Partners (partnerships engaged in investment activities)
Bonnie J. Tisch	c/o Mentor Partners, L.P. 499 Park Avenue New York, NY 10022	Wife of Daniel R. Tisch

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NAME ----	BUSINESS ADDRESS -----	PRESENT PRINCIPAL OCCUPATION -----
Julian C. Baker	655 Madison Avenue New York, NY 10021	Managing Member, Baker Bros. Capital (GP), LLC, Baker Biotech Capital (GP), LLC, Baker Biotech Capital II (GP), LLC and Baker/Tisch Capital (GP), LLC (manager of partnerships engaged in investment activities)
Felix J. Baker	655 Madison Avenue New York, NY 10021	Managing Member, Baker Bros. Capital (GP), LLC, Baker Biotech Capital (GP), LLC, Baker Biotech Capital II (GP), LLC and Baker/Tisch Capital (GP), LLC (manager of partnerships engaged in investment activities)

During the last five years, none of the Reporting Persons has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), and none of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in his being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violations with respect to such loss.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The funds used to purchase the shares of Common Stock reported in the second table under Item 5 below were provided from the available working capital of the entity indicated as making the purchase. The aggregate price of each purchase is included in the second table under Item 5 below.

ITEM 4. PURPOSE OF TRANSACTION.

The Reporting Persons have acquired the shares of Common Stock referred to in Item 5 solely for investment. Each Reporting Person expects to review his investment position from time to time and may, depending on market conditions or other factors, increase or decrease such investment position. Whether a Reporting Person purchases any additional shares of Common Stock or disposes of any shares of Common Stock and the amount and timing of any such transactions will depend upon each Reporting Person's individual continuing assessment of pertinent factors, including the availability of shares for purchase at particular price levels, the Company's business and prospects, other business investment opportunities available to the particular Reporting Person, economic conditions, market conditions, the attitudes and actions of the Board of

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Directors and management of the Company, the availability and nature of opportunities to dispose of the particular Reporting Person's interest in the Company and other plans and requirements of the particular Reporting Person.

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Julian C. Baker is a director of the Company, and Felix J. Baker attends and observes meetings of the Company's board of directors.

At the present time, the Reporting Persons do not have any plans or proposals with respect to any extraordinary corporate transaction involving the Company or any sale of its assets or any change in its Board of Directors, management, capitalization, dividend strategy, charter or by-laws, or any other change in its business or corporate structure or with respect to the delisting or deregistration of any of its securities including, without limitation, those matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Because of certain business and family relationships among the Reporting Persons, they are filing as if they constitute a group solely for informational purposes. By signing this statement, each Reporting Person agrees that this Statement is filed on his or her behalf. The filing of this statement is not an admission by any Reporting Person that such Reporting Person and any other Reporting Person or Reporting Persons constitute a "group" for purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder. Each Reporting Person disclaims beneficial ownership of, or pecuniary interest in, any shares of Common Stock owned by any other Reporting Person, except to the extent that beneficial ownership or pecuniary interest is expressly reported herein.

Set forth in the table below is the aggregate number of shares of Common Stock owned by each of the following, together with the percentage of outstanding shares of Common Stock that such owner ownership represents.

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NAME OF BENEFICIAL OWNER	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS OUTSTANDING (1)
Four Partners	3,522,353	5.2%
Four-Fourteen Partners, LLC	200,000	0.3%
Damial Foundation	52,877	0.1%
Andrew H. Tisch (2)	459,782	0.7%
Daniel R. Tisch (2)	459,782	0.7%
James S. Tisch (2)	459,782	0.7%
Thomas J. Tisch (2)	459,782	0.7%
Bonnie J. Tisch	444	0.0%
Baker/Tisch Investments, L.P.	278,593	0.4%
Baker Bros. Investments, L.P.	147,964	0.2%
Baker Bros. Investments II, L.P.	66,040	0.1%
Baker Biotech Fund I, L.P.	886,855	1.3%
Baker Biotech Fund II, L.P.	463,457	0.7%
FBB Associates	55,658	0.1%
Julian C. Baker	27,917(3)	0.1%

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Total 7,543,286 11.0%

- (1) The ownership percentages set forth in the table above are based upon 67,529,022 shares of Common Stock outstanding, as reported on the Company's Form 10-Q for the fiscal quarter ended June 30, 2002, plus the shares that each person listed has the right to acquire upon conversion of 5.5% Convertible Subordinated Notes due 2007 at the presently applicable conversion price of \$67.4195 or exercise of non-qualified stock options.
- (2) Includes shares held by the Reporting Person in his individual capacity or by a trust in which the Reporting Person is the trustee or managing trustee and has voting or investment control over securities held by such trust.
- (3) Represents shares that may be acquired upon exercise of non-qualified stock options.

Each person listed above has sole power to vote or direct the vote of and to dispose or direct the disposition of the securities listed after such person's name, except as follows:

- (1) By virtue of their status as managing trustees of the trusts that are the general partners of Four Partners, a New York general partnership, Andrew H. Tisch, Daniel R. Tisch, James S. Tisch and Thomas J. Tisch may be deemed to have shared beneficial ownership of securities owned by Four Partners and shared power to vote or direct the vote of and to dispose or direct the disposition of such securities.

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- (2) By virtue of his status as manager of Four-Fourteen Partners, LLC, Thomas J. Tisch may be deemed to be the beneficial owner of securities owned by Four-Fourteen Partners, LLC and to have power to vote or direct the vote of and to dispose or direct the disposition of securities owned by Four-Fourteen Partners, LLC.
- (3) Daniel R. Tisch may be deemed to be the beneficial owner of securities owned by Damial Foundation, a Delaware not-for-profit corporation, and to have power to vote or direct the vote of and to dispose or direct the disposition of securities owned by Damial Foundation.
- (4) Daniel R. Tisch may be deemed to share the power to vote or direct the vote of and to dispose or direct the disposition of securities owned by his wife, Bonnie J. Tisch, as custodian for their son, Michael J. Tisch.
- (5) Julian C. Baker and Felix J. Baker, by virtue of their control of entities that have the power to control the investment decisions of Baker/Tisch Investments, L.P., Baker Bros. Investments, L.P., Baker Bros. Investments II, L.P., Baker Biotech Fund I, L.P. and Baker Biotech Fund II, L.P., may each be deemed to be the beneficial owners of securities owned by such entities and may be deemed to have shared power to vote or direct the vote of and to dispose or direct the disposition of such securities. Julian C. Baker and Felix J. Baker are also the sole partners of FBB Associates, a general partnership, and as such may be deemed to be beneficial owners of securities owned by FBB Associates and to have shared power to vote or direct the vote of and to dispose or direct the disposition of such securities.

The following purchases of Common Stock were effected by the entities noted below during the 60 days preceding the date hereof. None of the Reporting

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Persons has effected any other transactions in Common Stock during the 60 days preceding the date hereof. The following transactions were effected through NASDAQ.

NAME	DATE	NUMBER OF SHARES	PRICE/ SHARE	AGGREGATE AMOUNT
Four Partners	07/10/02	14,000	\$5.37	\$75,506
Four Partners	07/11/02	48,333	\$5.60	\$271,453
Four Partners	07/16/02	5,100	\$6.23	\$31,898
Four Partners	07/18/02	20,000	\$6.14	\$123,230
Four Partners	07/24/02	12,450	\$5.65	\$70,601
Four Partners	07/24/02	26,600	\$5.93	\$158,395
Four Partners	07/29/02	16,000	\$5.90	\$94,707
Four Partners	07/30/02	36,600	\$5.88	\$216,064

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NAME	DATE	NUMBER OF SHARES	PRICE/ SHARE	AGGREGATE AMOUNT
Four Partners	07/31/02	22,200	\$6.00	\$133,633
Four Partners	08/01/02	56,700	\$5.94	\$338,108
Four Partners	08/02/02	19,450	\$5.82	\$113,569
Four Partners	08/05/02	37,000	\$5.86	\$217,623
Four Partners	08/06/02	23,300	\$6.00	\$140,247
Four Partners	08/07/02	115,900	\$5.96	\$693,488
Baker Biotech Fund I, L.P.	07/10/02	12,320	\$5.37	\$66,446
Baker Biotech Fund I, L.P.	07/11/02	42,530	\$5.60	\$238,861
Baker Biotech Fund I, L.P.	07/16/02	4,500	\$6.23	\$28,145
Baker Biotech Fund I, L.P.	07/18/02	17,550	\$6.14	\$108,134
Baker Biotech Fund I, L.P.	07/24/02	10,950	\$5.65	\$62,095
Baker Biotech Fund I, L.P.	07/24/02	23,400	\$5.93	\$139,340
Baker Biotech Fund I, L.P.	07/29/02	13,800	\$5.90	\$81,685
Baker Biotech Fund I, L.P.	07/30/02	32,200	\$5.88	\$190,089

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Baker Biotech Fund I, L.P.	07/31/02	19,400	\$6.00	\$116,778
Baker Biotech Fund I, L.P.	08/01/02	49,000	\$5.94	\$292,192
Baker Biotech Fund I, L.P.	08/02/02	16,800	\$5.82	\$98,095
Baker Biotech Fund I, L.P.	08/05/02	32,100	\$5.86	\$188,803
Baker Biotech Fund I, L.P.	08/06/02	20,150	\$6.00	\$121,287
Baker Biotech Fund I, L.P.	08/07/02	100,100	\$5.96	\$598,948
Baker Biotech Fund I, L.P.	08/08/02	96,000	\$5.99	\$577,286
Baker Biotech Fund I, L.P.	08/09/02	300	\$5.75	\$1,731
Baker Biotech Fund II, L.P.	07/10/02	11,480	\$5.37	\$61,915
Baker Biotech Fund II, L.P.	07/11/02	39,630	\$5.60	\$222,574
Baker Biotech Fund II, L.P.	07/16/02	4,150	\$6.23	\$25,956
Baker Biotech Fund II, L.P.	07/18/02	16,250	\$6.14	\$100,124

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NAME	DATE	NUMBER OF SHARES	PRICE/ SHARE	AGGREGATE AMOUNT
Baker Biotech Fund II, L.P.	07/24/02	10,150	\$5.65	\$57,559
Baker Biotech Fund II, L.P.	07/24/02	21,700	\$5.93	\$129,217
Baker Biotech Fund II, L.P.	07/29/02	12,800	\$5.90	\$75,766
Baker Biotech Fund II, L.P.	07/30/02	29,850	\$5.88	\$176,216
Baker Biotech Fund II, L.P.	07/31/02	18,000	\$6.00	\$108,351
Baker Biotech Fund II, L.P.	08/01/02	46,747	\$5.94	\$278,757
Baker Biotech Fund II, L.P.	08/02/02	16,050	\$5.82	\$93,716
Baker Biotech Fund II, L.P.	08/05/02	30,600	\$5.86	\$179,980
Baker Biotech Fund II, L.P.	08/06/02	19,200	\$6.00	\$115,569
Baker Biotech Fund II, L.P.	08/07/02	95,500	\$5.96	\$571,424
Baker Biotech Fund II, L.P.	08/08/02	91,600	\$5.99	\$550,827
Baker Biotech Fund II, L.P.	08/09/02	250	\$5.75	\$1,443
Baker Bros. Investments, L.P.	07/10/02	1,120	\$5.37	\$6,041
Baker Bros. Investments, L.P.	07/11/02	3,870	\$5.60	\$21,735

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Baker Bros. Investments, L.P.	07/16/02	450	\$6.23	\$2,815
Baker Bros. Investments, L.P.	07/18/02	1,750	\$6.14	\$10,783
Baker Bros. Investments, L.P.	07/24/02	1,100	\$5.65	\$6,238
Baker Bros. Investments, L.P.	07/24/02	2,300	\$5.93	\$13,696
Baker Bros. Investments, L.P.	07/29/02	1,400	\$5.90	\$8,287
Baker Bros. Investments, L.P.	07/30/02	3,200	\$5.88	\$18,891
Baker Bros. Investments, L.P.	07/31/02	1,950	\$6.00	\$11,738
Baker Bros. Investments, L.P.	08/01/02	5,000	\$5.94	\$29,816
Baker Bros. Investments, L.P.	08/02/02	1,700	\$5.82	\$9,926
Baker Bros. Investments, L.P.	08/05/02	3,300	\$5.86	\$19,410
Baker Bros. Investments, L.P.	08/06/02	2,050	\$6.00	\$12,339
Baker Bros. Investments, L.P.	08/07/02	10,150	\$5.96	\$60,733

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NAME	DATE	NUMBER OF SHARES	PRICE/ SHARE	AGGREGATE AMOUNT
Baker Bros. Investments, L.P.	08/08/02	9,700	\$5.99	\$58,330
Baker Bros. Investments II, L.P.	07/10/02	1,120	\$5.37	\$6,041
Baker Bros. Investments II, L.P.	07/11/02	3,870	\$5.60	\$21,735
Baker Bros. Investments II, L.P.	07/16/02	450	\$6.23	\$2,815
Baker Bros. Investments II, L.P.	07/18/02	1,800	\$6.14	\$11,091
Baker Bros. Investments II, L.P.	07/24/02	1,100	\$5.65	\$6,238
Baker Bros. Investments II, L.P.	07/24/02	2,400	\$5.93	\$14,291
Baker Bros. Investments II, L.P.	07/29/02	1,400	\$5.90	\$8,287
Baker Bros. Investments II, L.P.	07/30/02	3,250	\$5.88	\$19,186
Baker Bros. Investments II, L.P.	07/31/02	1,950	\$6.00	\$11,738
Baker Bros. Investments II, L.P.	08/01/02	5,100	\$5.94	\$30,412
Baker Bros. Investments II, L.P.	08/02/02	1,750	\$5.82	\$10,218
Baker Bros. Investments II, L.P.	08/05/02	3,300	\$5.86	\$19,410
Baker Bros. Investments II, L.P.	08/06/02	2,100	\$6.00	\$12,640

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Baker Bros. Investments II, L.P.	08/07/02	10,450	\$5.96	\$62,528
Baker Bros. Investments II, L.P.	08/08/02	10,000	\$5.99	\$60,134
Baker/Tisch Investments, L.P.	07/10/02	1,960	\$5.37	\$10,571
Baker/Tisch Investments, L.P.	07/11/02	6,767	\$5.60	\$38,006
Baker/Tisch Investments, L.P.	07/16/02	650	\$6.23	\$4,065
Baker/Tisch Investments, L.P.	07/18/02	2,650	\$6.14	\$16,328
Baker/Tisch Investments, L.P.	07/24/02	1,650	\$5.65	\$9,357
Baker/Tisch Investments, L.P.	07/24/02	3,500	\$5.93	\$20,842
Baker/Tisch Investments, L.P.	07/29/02	2,100	\$5.90	\$12,430
Baker/Tisch Investments, L.P.	07/30/02	4,900	\$5.88	\$28,927
Baker/Tisch Investments, L.P.	07/31/02	3,000	\$6.00	\$18,059
Baker/Tisch Investments, L.P.	08/01/02	7,600	\$5.94	\$45,320

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NAME	DATE	NUMBER OF SHARES	PRICE/ SHARE	AGGREGATE AMOUNT
Baker/Tisch Investments, L.P.	08/02/02	2,600	\$5.82	\$15,181
Baker/Tisch Investments, L.P.	08/05/02	4,973	\$5.86	\$29,250
Baker/Tisch Investments, L.P.	08/06/02	3,123	\$6.00	\$18,798
Baker/Tisch Investments, L.P.	08/07/02	15,500	\$5.96	\$92,744
Baker/Tisch Investments, L.P.	08/08/02	14,900	\$5.99	\$89,600
Baker/Tisch Investments, L.P.	08/09/02	50	\$5.75	\$289

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None of the Reporting Persons has any contracts, arrangements or understandings with any other Reporting Person or with any other person with respect to the securities of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1. Agreement regarding the joint filing of this statement.

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.

August 15, 2002

By: /s/ Andrew H. Tisch

Andrew H. Tisch

By: /s/ Daniel R. Tisch

Daniel R. Tisch

By: /s/ James S. Tisch

James S. Tisch

By: /s/ Thomas J. Tisch

Thomas J. Tisch

By: /s/ Bonnie J. Tisch

Bonnie J. Tisch

By: /s/ Julian C. Baker

Julian C. Baker

By: /s/ Felix J. Baker

Felix J. Baker