

Edgar Filing: PHARMION CORP - Form SC 13D/A

PHARMION CORP
Form SC 13D/A
December 18, 2007

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CUSIP NO. 71715B 40 9
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13D

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
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SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

Pharmion Corporation

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

71715B409

(CUSIP Number)

Louis S. Citron, Esq.
New Enterprise Associates
1119 St. Paul Street, Baltimore, MD 21202
(410)246-2927

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

December 11, 2007

(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 ss.ss.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 ss.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 the remainder of this cover page shall not be deemed

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Not applicable.

Item 4. Purpose of Transaction.

Not applicable.

Item 5. Interest in Securities of the Issuer.

As of December 11, 2007, each Reporting Person has ceased to own beneficially five percent (5%) or more of the Issuer's outstanding Common Stock.

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Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect

to Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Agreement regarding filing of joint Schedule 13D.

Exhibit 2 - Powers of Attorney regarding Schedule 13D filings.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief,

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each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: December __, 2007

NEW ENTERPRISE ASSOCIATES 10,
LIMITED PARTNERSHIP

By: NEA PARTNERS 10, LIMITED PARTNERSHIP
General Partner

By: *

Eugene A. Trainor, III
General Partner

NEA PARTNERS 10, LIMITED PARTNERSHIP

By: *

Eugene A. Trainor, III
General Partner

*

Stewart Alsop II

*

Michael James Barrett

*

Peter J. Barris

*

C. Richard Kramlich

*

Peter T. Morris

*

Charles W. Newhall III

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*

Mark W. Perry

*

Scott D. Sandell

*

Eugene A. Trainor III

By: */s/ Louis S. Citron

Louis S. Citron
As attorney-in-fact

This Schedule 13D was executed by Louis S. Citron pursuant to Powers of Attorney, filed with the Securities and Exchange Commission on October 8, 2004, and said Powers of Attorney is incorporated herein by reference, a copy of which is attached as Exhibit 2.

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EXHIBIT 1

AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Pharmion Corporation.

EXECUTED this ___th day of December, 2007.

NEW ENTERPRISE ASSOCIATES 10,
LIMITED PARTNERSHIP

By: NEA PARTNERS 10, LIMITED PARTNERSHIP
General Partner

By: *

Eugene A. Trainor, III
General Partner

NEA PARTNERS 10, LIMITED PARTNERSHIP

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By: *

Eugene A. Trainor, III
General Partner

*

Stewart Alsop II

*

Michael James Barrett

*

Peter J. Barris

*

C. Richard Kramlich

*

Peter T. Morris

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*

Charles W. Newhall III

*

Mark W. Perry

*

Scott D. Sandell

*

Eugene A. Trainor III

*/s/ Louis S. Citron

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Louis S. Citron
As attorney-in-fact

This Agreement to file Amendment No. 2 to Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Powers of Attorney which was filed with the Securities and Exchange Commission on October 8, 2004, and said Powers of Attorney is incorporated herein by reference, a copy of which is attached as Exhibit 2.

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EXHIBIT 2

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Nancy L. Dorman, Charles W. Newhall III, Louis S. Citron and Eugene A. Trainor III, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of January, 2001.

/s/ Stewart Alsop II

Stewart Alsop II

/s/ Peter J. Barris

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Peter J. Barris

/s/ Nancy L. Dorman

Nancy L. Dorman

/s/ Ronald Kase

Ronald Kase

/s/ C. Richard Kramlich

C. Richard Kramlich

/s/ Arthur J. Marks

Arthur J. Marks

/s/ Thomas C. McConnell

Thomas C. McConnell

/s/ Peter T. Morris

Peter T. Morris

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/s/ John M. Nehra

John M. Nehra

/s/ Charles W. Newhall III

Charles W. Newhall III

/s/ Mark W. Perry

Mark W. Perry

/s/ Scott D. Sandell

Scott D. Sandell

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POWER OF ATTORNEY

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 19th day of October, 2001.

/s/ Michael James Barrett

Michael James Barrett

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints Nancy L. Dorman, Charles W. Newhall III and Louis S. Citron, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 21st day of April, 2002.

/s/ Eugene A. Trainor III

Eugene A. Trainor III

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