

Freund John Gordon
Form 4
March 17, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Freund John Gordon

(Last) (First) (Middle)

C/O SKYLINE VENTURES, 525
UNIVERSITY AVENUE, SUITE
520

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MAP Pharmaceuticals, Inc. [MAPP]

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

03/15/2010

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					1,385,182 ⁽¹⁾	I	By SVPQFIII ⁽⁵⁾
Common Stock					34,484 ⁽²⁾	I	By SVPIII ⁽⁶⁾
Common Stock					164,289	I	By SEF ⁽⁷⁾
Common Stock	03/15/2010		J ⁽³⁾		1,984	A	\$ 0 1,984 ⁽⁴⁾ D

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

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SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freund John Gordon C/O SKYLINE VENTURES 525 UNIVERSITY AVENUE, SUITE 520 PALO ALTO, CA 94301	X			

Signatures

/s/ John G. Freund,
M.D. 03/16/2010

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) Represents a decrease of 461,727 shares as a result of an in-kind distribution by Skyline Venture Partners Qualified Purchaser Fund III, L.P. ("SVPQFIII") without consideration to its limited partners and general partner on 02/03/2010. These shares were listed as indirectly beneficially owned by Reporting Person in his Form 3 and Form 4 filings with the SEC and the Reporting Person disclaimed beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (2) Represents a decrease of 11,496 shares as a result of an in-kind distribution by Skyline Venture Partners III, L.P. ("SVPIII") without consideration to its limited partners and general partner on 02/03/2010. These shares were listed as indirectly beneficially owned by Reporting Person in his Form 3 and Form 4 filings with the SEC and the Reporting Person disclaimed beneficial ownership of such

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securities except to the extent of his pecuniary interest therein.

Represents a pro-rata distribution received from Skyline Venture Management III, LLC ("SVMIII"), which received its pro-rata distribution of 4,622 shares from SVPQFIII and 121 shares from SVPIII on 02/03/2010. These shares were listed as indirectly

- (3) beneficially owned by Reporting Person in his Form 3 and Form 4 filings with the SEC with respect to SVPQFIII and SVPIII because the Reporting Person is a Managing Director of SVMIII, the general partner of SVPQFIII and SVPIII. This distribution represents a change in the form of beneficial ownership only.

- (4) The amounts shown to represent the beneficial ownership of the Issuer's equity securities includes: (i) 1,963 shares directly held by the John Freund Family Partnership IV, L.P. and (ii) 21 shares directly held by the John Freund Revocable Trust u/a/d 6/26/01.

These shares are owned by SVPQFIII. SVMIII is the General Partner of both SVPQFIII and SVPIII, as well as the Managing Member of Skyline Expansion Fund Management, LLC, the General Partner of Skyline Expansion Fund, L.P. ("SEF"). In such capacities, SVMIII

- (5) may be deemed to share voting and investment powers with respect to the shares of Common Stock held by SVPQFIII. The Reporting Person is a Managing Director of SVMIII and may be deemed to share voting and investment power with respect to the shares of Common Stock held by SVPQFIII. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

These shares are owned by SVPIII. SVMIII is the General Partner of both SVPIII and SVPQFIII, as well as the Managing Member of Skyline Expansion Fund Management, LLC, the General Partner of SEF. In such capacities, SVMIII may be deemed to share voting and

- (6) investment powers with respect to the shares of Common Stock held by SVPIII. The Reporting Person is a Managing Director of SVMIII and may be deemed to share voting and investment power with respect to the shares of Common Stock held by SVPIII. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

These shares are owned by SEF. There were no acquisitions or dispositions related to SEF. SVMIII is the General Partner of both SVPIII and SVPQFIII, as well as the Managing Member of Skyline Expansion Fund Management, LLC, the General Partner of SEF. In such

- (7) capacities, SVMIII may be deemed to share voting and investment powers with respect to the shares of Common Stock held by SEF. The Reporting Person is a Managing Director of SVMIII and may be deemed to share voting and investment power with respect to the shares of Common Stock held by SEF. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

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

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