

CURIS INC
Form 3
February 13, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| BVF PARTNERS L P/IL | | (Month/Day/Year) | CURIS INC [CRIS] | |
| (Last) | (First) | (Middle) | 02/03/2009 | |
| 900 N. MICHIGAN AVENUE, SUITE 1100 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CHICAGO, IL 60611 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Indirect Beneficial Owners | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,123,699 | D <u>(1)</u> | ^ |
| Common Stock | 1,461,681 | D <u>(2)</u> | ^ |
| Common Stock | 5,336,336 | D <u>(3)</u> | ^ |
| Common Stock | 8,921,716 | I <u>(4)</u> | See Footnotes. <u>(5)</u> <u>(6)</u> |
| Common Stock | 8,921,716 | I <u>(4)</u> | See Footnotes. <u>(5)</u> <u>(6)</u> |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Warrants (right to purchase Common Stock) | 02/03/2009 | 08/06/2012 | Common Stock, par value, \$0.001 per share | 150,759 | \$ 1.02 | D ⁽¹⁾ | Â |
| Warrants (right to purchase Common Stock) | 02/03/2009 | 08/06/2012 | Common Stock, par value, \$0.001 per share | 103,051 | \$ 1.02 | D ⁽²⁾ | Â |
| Warrants (right to purchase Common Stock) | 02/03/2009 | 08/06/2012 | Common Stock, par value, \$0.001 per share | 359,887 | \$ 1.02 | D ⁽³⁾ | Â |
| Warrants (right to purchase Common Stock) | 02/03/2009 | 08/06/2012 | Common Stock, par value, \$0.001 per share | 613,697 | \$ 1.02 | I ⁽⁴⁾ | See Footnotes. ⁽⁵⁾ <u>(6)</u> |
| Warrants (right to purchase Common Stock) | 02/03/2009 | 08/06/2012 | Common Stock, par value, \$0.001 per share | 613,697 | \$ 1.02 | I ⁽⁴⁾ | See Footnotes. ⁽⁵⁾ <u>(6)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| BVF PARTNERS L P/IL 900 N. MICHIGAN AVENUE SUITE 1100 CHICAGO, IL 60611 | Â | Â X | Â | Indirect Beneficial Owners |
| BIOTECHNOLOGY VALUE FUND L P 900 N. MICHIGAN AVENUE, SUITE 1100 CHICAGO, IL 60611 | Â | Â X | Â | Indirect Beneficial Owners |
| | Â | Â X | Â | Indirect Beneficial Owners |

BIOTECHNOLOGY VALUE FUND II LP
 C/O GROSVENOR CAPITAL MANAGEMENT
 900 N. MICHIGAN AVENUE, SUITE 1100
 CHICAGO, IL 60611

BVF INVESTMENTS LLC
 C/O GROSVENOR CAPITAL MANAGEMENT LP ^ ^ X ^ Indirect Beneficial Owners
 900 N. MICHIGAN AVENUE, SUITE 1100
 CHICAGO, IL 60611

BVF INC/IL
 C/O GROSVENOR CAPITAL MANAGEMENT ^ ^ X ^ Indirect Beneficial Owners
 900 N. MICHIGAN AVENUE, SUITE 1100
 CHICAGO, IL 60611

Signatures

| | |
|--|------------|
| BVF PARTNERS L.P., By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President | 02/13/2009 |
| __Signature of Reporting Person | Date |
| BIOTECHNOLOGY VALUE FUND, L.P., By: BVF Partners, L.P., its General Partner, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President | 02/13/2009 |
| __Signature of Reporting Person | Date |
| BIOTECHNOLOGY VALUE FUND, II, L.P., By: BVF Partners, L.P., its General Partner, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President | 02/13/2009 |
| __Signature of Reporting Person | Date |
| BVF INVESTMENTS, L.L.C., By: BVF Partners, L.P., its Manager, By: BVF Inc., its General Partner, By: /s/ Mark N. Lampert, President | 02/13/2009 |
| __Signature of Reporting Person | Date |
| BVF INC., By: /s/ Mark N. Lampert, President | 02/13/2009 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares of Common Stock, Warrants and the shares of Common Stock underlying the Warrants are directly beneficially owned by Biotechnology Value Fund, L.P. ("BVF"), a Delaware limited partnership.
 - (2) The shares of Common Stock, Warrants and the shares of Common Stock underlying the Warrants are directly beneficially owned by Biotechnology Value Fund, II, L.P. ("BVF2"), a Delaware limited partnership.
 - (3) The shares of Common Stock, Warrants and the shares of Common Stock underlying the Warrants are directly beneficially owned by BVF Investments, LLC ("BVLLC"), a Delaware limited liability company.
 - (4) The shares of Common Stock, Warrants and the shares of Common Stock underlying the Warrants are indirectly beneficially owned by BVF Partners, L.P., a Delaware limited partnership ("Partners"). Partners is the general partner of BVF and BVF2 and is the manager of BVLLC.
 - (5) The shares of Common Stock, Warrants and the shares of Common Stock underlying the Warrants are indirectly beneficially owned by BVF Inc., a Delaware corporation ("BVF Inc."), which is the general partner of Partners and is also an investment advisor to Partners.
 - (6) Pursuant to the operating agreement of BVLLC, Partners is authorized, among other things to invest funds of Samana Capital, L.P., the majority member of BVLLC, in the shares of Common Stock described herein and to vote and exercise dispositive power over those securities. Mark N. Lampert is the sole shareholder and sole director BVF Inc., and is an officer of BVF Inc. This joint filing on Form 3 shall not be deemed an admission that Mark N. Lampert is, for purposes of Section 16 of the Securities Exchange Act of 1934, as

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amended, or otherwise, the beneficial owner of any securities covered by this joint filing. Mr. Lampert disclaims beneficial ownership of all securities reported in this joint filing on Form 3, except to the extent that he has a 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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