

INTRABIOTICS PHARMACEUTICALS INC /DE
Form SC 13G
February 14, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____)*

INTRABIOTICS PHARMACEUTICALS, INC.

(Name of Issuer)

COMMON STOCK, PAR VALUE \$.001 PER SHARE

(Title of Class of Securities)

46116T100

(CUSIP Number)

FEBRUARY 4, 2001

(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).

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1. Name of Reporting Person Frank H. Pearl

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S.S. or I.R.S. Identification No. of Above Person (in the capacity described herein)

2. Check the Appropriate Box if a Member of a Group (a) (b)

3. S.E.C. Use Only

4. Citizenship or Place of Organization United States

| | | | |
|--|-----|--------------------------|---------------|
| Number of Shares Beneficially Owned by Each Reporting Person | (5) | Sole Voting Power | 0 |
| | (6) | Shared Voting Power | 2,975,209 (1) |
| | (7) | Sole Dispositive Power | 0 |
| | (8) | Shared Dispositive Power | 2,975,209 (1) |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
2,975,209 (1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 8.4%

12. Type of Reporting Person IN

1 See Item 4 herein.

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ITEM 1. (a) NAME OF ISSUER
IntraBiotics Pharmaceuticals, Inc. (the "Company").

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
1245 Terra Bella Avenue
Mountain View, CA 94043

ITEM 2. (a) NAMES OF PERSONS FILING
Mr. Frank H. Pearl ("Mr. Pearl")

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address of the principal business offices of Mr. Pearl is 2099 Pennsylvania Avenue, Suite 900, Washington, DC 20006-1813.

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(c) CITIZENSHIP

United States

(d) TITLE OF CLASS OF SECURITIES

Common Stock, par value \$.001 per share (the "Common Stock" or "Shares")

(e) CUSIP NUMBER

46116T100

ITEM 3. This statement is not filed pursuant to either Rule 13d-1(b) or 13d-2(b) or (c).

ITEM 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

Mr. Pearl may be deemed to beneficially own an aggregate of 2,975,209 shares of Common Stock (1,750,000 shares of Common Stock and 1,225,209 shares of Common Stock owned by Perseus-Soros BioPharmaceutical Fund, LP ("PSBF") and New York Life BioVenture Partners LLC ("New York Life"), respectively). Mr. Pearl is the sole owner of Perseuspur, LLC, the managing member of Perseus BioTech Fund Partners, LLC, a managing member of Perseus-Soros Partners, LLC, the general partner of PSBF, and may be deemed to beneficially own the 1,750,000 shares of Common Stock owned by PSBF. Mr. Pearl may also be deemed to beneficially own 1,225,209 shares of Common Stock

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beneficially owned by New York Life, for which an affiliate of Mr. Pearl acts as investment manager.

(b) PERCENTAGE OWNED:

Based on calculations made in accordance with Rule 13d-3(d), and there being 35,528,691 shares of Common Stock outstanding as of this date, Mr. Pearl may be deemed to beneficially own approximately 8.4% of the outstanding shares of Common Stock.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

Mr. Pearl may be deemed to share the power to direct the voting and disposition of the 1,750,000 Common Stock beneficially owned by PSBP and the 1,225,209 Common Stock beneficially owned by New York Life.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

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Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF 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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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated as of February 14, 2002

FRANK H. PEARL

By: /s/ Frank H. Pearl

Frank H. Pearl