

GIMV NV
Form 3
October 11, 2006

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 *

Â GIMV NV

(Last) (First) (Middle)

KAREL OOMSSTRAAT 37

(Street)

ANTWERP,Â C9Â B-2018

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/03/2006

3. Issuer Name **and** Ticker or Trading Symbol
TorreyPines Therapeutics, Inc. [TPTX]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

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

2,215,883

I

See footnote ⁽¹⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Warrant (Right to Buy)	10/03/2006	10/03/2009	Common Stock	412,720	\$ 8.32	I	See Footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIMV NV KAREL OOMSSTRAAT 37 ANTWERP, C9 B-2018	Â	Â X	Â	Â
ADVIESBEHEER GIMV LIFE SCIENCES NV KAREL OOMSSTRAAT 37 ANTWERP, C9 B-2018	Â	Â X	Â	Â
Biotech Fonds Vlaanderen NV KAREL OOMSSTRAAT 37 ANTWERP, C9 B-2018	Â	Â X	Â	Â

Signatures

/s/ Dirk
Boogmans

10/03/2006

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) Received in exchange for shares of TPTX, Inc. common and preferred stock in connection with the Agreement and Plan of Merger and Reorganization entered into by and among the Issuer, its wholly-owned subsidiary and TPTX, Inc. (the "Merger Agreement"). The shares are held as follows: 1,544,403 shares held by GIMV NV; 193,776 shares held by Adviesbeheer GIMV Life Sciences NV; and 477,704 shares held by Biotech Fonds Vlaanderen NV.

(2) As partial consideration under the Merger Agreement, holders of preferred stock of TPTX, Inc. also received warrants to purchase their pro-rata portion of 1,500,000 shares of the Issuer's common stock in exchange for their preferred shares. Warrants are held as follows: Warrant to purchase 286,897 shares held by GIMV NV; warrant to purchase 35,782 shares held by Adviesbeheer GIMV Life Sciences NV; and warrant to purchase 90,041 shares held by Biotech Fonds Vlaanderen NV.

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Remarks:

This report is filed jointly by GIMV NV, Adviesbeheer GIMV Life Sciences NV, and Biotech Fonds Vlaanderen NV. The reported securities are directly held by GIMV NV, Adviesbeheer GIMV Life Sciences NV, and Biotech Fonds Vlaanderen NV.

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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