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ATLAS VENTURE FUND V LP  
Form SC 13G/A  
February 12, 2003

CUSIP No. 17252Y104

13G

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OMB APPROVAL

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

OMB Number: 3235-0145  
Expires: December 31, 2005  
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hours per response..... 11  
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2 )\*

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CIPHERGEN BIOSYSTEMS, INC.

-----  
(Name of Issuer)

COMMON STOCK, \$.001 par value

-----  
(Title of Class of Securities)

17252Y104

-----  
(CUSIP Number)

-----  
(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 the disclosures provided in a prior cover page.

The information required in 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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Schedule 13G

Item 1.

- (a) Name of Issuer: CIPHERGEN BIOSYSTEMS, INC.
- (b) Address of Issuer's Principal Executive Offices: 6611  
Dumbarton Circle, Fremont, CA 94555

Item 2.

- (a) Name of Persons Filing:

Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V., Atlas Venture Associates V, L.P., Atlas Venture Associates V, Inc., Christopher J. Spray, Jean-Francois Formela, Ronald Nordin and Axel Bichara.

Atlas Venture Associates V, Inc. is the sole general partner of Atlas Venture Associates V, L.P. Atlas Venture Associates V, L.P. is the sole general partner of Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V. and Atlas Venture Parallel Fund V-B, C.V. Messrs. Spray, Formela and Bichara are directors of Atlas Venture Associates V, Inc.

- (b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V., Atlas Venture Associates V, L.P., Atlas Venture Associates V, Inc. and Messrs. Spray, Formela, Nordin and Bichara is Atlas Venture, 890 Winter Street, Suite 320, Waltham, Massachusetts 02451.

(c) Citizenship: Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P. and Atlas Venture Associates V, L.P. is each a limited partnership organized under the laws of the State of Delaware. Atlas Venture Associates V, Inc. is a corporation organized under the laws of the State of Delaware. Atlas Venture Parallel Fund V-A, C.V. and Atlas Venture Parallel Fund V-B, C.V. is each a Limited Partnership organized under the laws of The Netherlands. Mr. Spray is a citizen of the United Kingdom. Mr. Formela is a citizen of France. Mr. Nordin is a citizen of the United States. Mr. Bichara is a citizen of Germany.

- (d) Title of Class of Securities: Common Stock, \$.001 par value.

- (e) CUSIP Number: 17252Y104.

Item 3.

If this statement is filed pursuant to (S) (S) 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage

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of the class of securities of the issuer identified in Item 1.  
Not Applicable.

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [x].

Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V., Atlas Venture Associates V, L.P., Atlas Venture Associates V, Inc., Christopher J. Spray, Jean-Francois Formela, Ronald Nordin and Axel Bichara is each deemed to own less than five percent of outstanding shares of common stock of CIPHERGEN as of December 31, 2002.

Instruction: Dissolution of a group requires a response to this item.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not Applicable.

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to (S)240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to (S)240.13d-1(c) or (S)240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Not Applicable. The reporting persons expressly disclaim membership in a "group" as defined in Rule 13d-1(b)(1)(ii)(J).

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

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Not Applicable.

Item 10. Certification

Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. We also hereby agree to file this statement jointly pursuant to the Agreement listed on Exhibit 1 hereto.

Dated: February 12, 2003  
ATLAS VENTURE FUND V, L.P.

ATLAS VENTURE PARALLEL FUND V-B, C.V.

By: Atlas Venture Associates V, L.P.  
General Partner

By: Atlas Venture Associates V, L.P.  
General Partner

By: Atlas Venture Associates V, Inc.

By: Atlas Venture Associates  
V, Inc.

By: \*  
-----  
Christopher Spray  
President

By: \*  
-----  
Christopher Spray  
President

ATLAS VENTURE ENTREPRENEURS' FUND V, L.P.

ATLAS VENTURE ASSOCIATES V, L.P.

By: Atlas Venture Associates V, L.P.  
General Partner

By: Atlas Venture Associates V, Inc.

By: \*  
-----  
Christopher Spray  
President

By: Atlas Venture Associates V, Inc.

By: \*  
-----  
Christopher Spray  
President

ATLAS VENTURE ASSOCIATES V, INC.

By: \*  
-----  
Christopher Spray  
President

ATLAS VENTURE PARALLEL FUND V-A, C.V.

\*

By: Atlas Venture Associates V, L.P.  
General Partner

Christopher J. Spray

\*

By: Atlas Venture Associates V, Inc. Jean-Francois Formela

By \*  
-----

\*  
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Christopher Spray  
President

Ronald Nordin

\*

-----  
Axel Bichara

\* The undersigned attorney-in-fact, by signing her name below, does hereby sign this statement on behalf of the above indicated filers pursuant to Powers of Attorney filed hereto as Exhibit 2.

/s/Jeanne Larkin Henry  
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Jeanne Larkin Henry  
Attorney-in-fact

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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 13G need be filed with respect to the ownership by each of the undersigned of shares of Common Stock of CIPHERGEN BIOSYSTEMS, INC. This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

EXECUTED this 12 day of February, 2003.

ATLAS VENTURE FUND V, L.P.

ATLAS VENTURE PARALLEL FUND V-B, C.V.

By: Atlas Venture Associates V, L.P.  
General Partner

By: Atlas Venture Associates V, L.P.  
General Partner

By: Atlas Venture Associates V, Inc.

By: Atlas Venture Associates  
V, Inc.

By: \*  
-----  
Christopher Spray  
President

By: \*  
-----  
Christopher Spray  
President

ATLAS VENTURE ENTREPRENEURS' FUND V, L.P.

ATLAS VENTURE ASSOCIATES V, L.P.

By: Atlas Venture Associates V, L.P.  
General Partner

By: Atlas Venture Associates V, Inc.

By: Atlas Venture Associates V, Inc.

By: \*  
-----  
Christopher Spray  
President

By: \*  
-----  
Christopher Spray  
President

ATLAS VENTURE ASSOCIATES V, INC.

By: \*  
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Christopher Spray  
President

ATLAS VENTURE PARALLEL FUND V-A, C.V.

\*

By: Atlas Venture Associates V, L.P.  
General Partner

-----  
Christopher J. Spray

\*

By: Atlas Venture Associates V, Inc. Jean-Francois Formela

By

\*

\*

-----  
Christopher Spray  
President

-----  
Ronald Nordin

\*

-----  
Axel Bichara

\* The undersigned attorney-in-fact, by signing her name below, does hereby sign this statement on behalf of the above indicated filers pursuant to Powers of Attorney filed hereto as Exhibit 2.

/s/Jeanne Larkin Henry

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Jeanne Larkin Henry  
Attorney-in-fact

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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See (S)240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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Exhibit 2

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POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each and any of Christopher J. Spray and Jeanne Larkin Henry his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of himself individually or on behalf of each or any of Atlas Venture Fund, L.P., Atlas Venture Associates, L.P., Atlas Venture Partners III, B.V., Atlas Venture Fund II, L.P., Atlas Venture Associates II, L.P., Atlas Venture Europe Fund B.V., Atlas InvesteringGroep N.V., Atlas Venture Beheer II B.V., Partno Deelmingen B.V., Atlas Venture Fund III, L.P., Atlas Venture Entrepreneurs' Fund III, L.P., Atlas Venture Associates III, L.P., Atlas Venture Associates III, Inc., Atlas Venture Fund V, L.P., Atlas Venture Entrepreneurs' Fund V, L.P., Atlas Venture Parallel Fund V-A, C.V., Atlas Venture Parallel Fund V-B, C.V., Atlas Venture Associates V, L.P., and Atlas Venture Associates V, Inc. pursuant to sections 13 and 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, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

[SIGNATURE PAGE FOLLOWS IMMEDIATELY]

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 13th day of February, 2001.

/s/ Christopher J. Spray  
-----  
Christopher J. Spray

Commonwealth of Massachusetts) ) ss:  
County of Suffolk )

On this 13th day of February, 2001, before me personally came Christopher J. Spray, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal] /s/ Kyle Walkden  
-----  
Notary Public  
My commission expires: 9/9/05

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On this 1/st/ day of February, 2002, before me personally came Axel Bichara, known to me to be the person described and who executed the foregoing instrument that he acknowledged that he executed the same.

[Notary Seal]

/s/ Stephen TenBarge

-----  
Notary Public

My commission expires: 10/9/03