Altus Pharmaceuticals Inc.

Form 4

February 02, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LEFF JONATHAN S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Altus Pharmaceuticals Inc. [ALTU]

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

WARBURG PINCUS PRIVATE

(First)

(Month/Day/Year) 01/31/2006

_ Director X 10% Owner Other (specify Officer (give title below)

EOUITY VIII, L.P., 466 LEXINGTON AVENUE

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10017

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year) Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Securities Ownership Indirect Beneficially Form: Beneficial Direct (D) Owned Ownership or Indirect Following (Instr. 4) Reported (I)

(A) Transaction(s) or (Instr. 3 and 4)

(Instr. 4)

Code V (D) Price Amount

Shares held by

Common 01/31/2006(1) Stock

3,589,246 $3,589,246 \stackrel{(2)}{=}$ \mathbf{C} (3) (3) (2)(3)

Warburg **Pincus** Private **Equity**

> VIII, L.P. (4)

(9-02)

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

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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. Transactic Code (Instr. 8)	orDeri Secu Acqı Disp	umber of vative rities nired (A) or osed of (D) r. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ai Underlying Se (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series C Convertible Preferred Stock	\$ 0	01/31/2006(1)		C		3,589,246 (2) (3)	05/21/2004	01/31/2006(1)	Common Stock
Warrant	\$ 9.802	01/31/2006(1)		C		717,917 (5)	05/21/2011	05/21/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address		hips		
Reporting Owner Funds, Fundament	Director	10% Owner	Officer	Other
LEFF JONATHAN S WARBURG PINCUS PRIVATE EQUITY VIII, L.P. 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
<u> </u>				

Signatures

/s/ Marianne Staniunas, Attorney
in Fact

**Signature of Reporting Person

Date

Reporting Owners 2

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) This is the date of the closing of the Issuer's initial public offering.
- (2) Includes dividends that had been accruing on the Series C Convertible Preferred Stock and which were paid out in 325,995 shares of common stock as of the date of the closing of the Issuer's intial public offering.
- (3) All outstanding shares of the Issuer's Series C Convertible Preferred Stock converted to common stock at a rate of .4401933369 to- 1 upon the completion of the Issuer's initial public offering.
 - The stockholder is Warburg Pincus Private Equity VIII, L.P. ("WP VIII"). Warburg Pincus Partners, LLC ("WPP LLC"), a subsidiary of Warburg Pincus & Co. ("WP"), is the sole general partner of WP VIII. WP VIII is managed by Warburg Pincus LLC ("WP LLC"). Mr.
- (4) Leff is a general partner of WP and managing director and member of WP LLC. All shares indicated as owned by Mr. Leff are included because of his affiliation with the Warburg Pincus entities. Mr. Leff disclaims beneficial ownership of all shares held by the Warburg Pincus entities.
- Warrants were automatically adjusted on a basis of .4401933369 to- 1 upon closing of the Issuer's public offering. The number of adjusted warrants reported are exercisable for common stock on a 1 for 1 basis.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.