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VIROPHARMA INC

Filed by

OAK MANAGEMENT CORP

FORM SC 13G

(Statement of Ownership)

Filed 02/13/97

Address	730 STOCKTON DRIVE EXTON, PA 19341
Telephone	6104587300
CIK	0000946840
Symbol	VPHM
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

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

ViroPharma Incorporated
(Name of Issuer)

Common Stock Par Value $.002
(Title of Class of Securities)

928241108
(CUSIP Number)

*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).

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Oak Investment Partners VI, Limited Partnership 06-1412578	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [_] (b) [_]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 1,540,133 Shares of Common Stock
	6	SHARED VOTING POWER Not Applicable
	7	SOLE DISPOSITIVE POWER 1,540,133 Shares of Common Stock
	8	SHARED DISPOSITIVE POWER Not Applicable
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,540,133 Shares of Common Stock	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	[_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 17.6%	
12	TYPE OF REPORTING PERSON* PN	

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Oak Associates VI, LLC 06-1412579
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER Not Applicable
	6	SHARED VOTING POWER 1,540,133 Shares of Common Stock
	7	SOLE DISPOSITIVE POWER Not Applicable
	8	SHARED DISPOSITIVE POWER 1,540,133 Shares of Common Stock

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,540,133 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 17.6 %
12	TYPE OF REPORTING PERSON* OO-LLC

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Oak VI Affiliates Fund, Limited Partnership 06-1414970
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 35,934 Shares of Common Stock
	6	SHARED VOTING POWER Not Applicable
	7	SOLE DISPOSITIVE POWER 35,934 Shares of Common Shares
	8	SHARED DISPOSITIVE POWER Not Applicable

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,934 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.4%
12	TYPE OF REPORTING PERSON* PN

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Oak VI Affiliates, LLC 06-1414968
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER Not Applicable
	6 SHARED VOTING POWER 35,934 Shares of Common Stock
	7 SOLE DISPOSITIVE POWER Not Applicable
	8 SHARED DISPOSITIVE POWER 35,934 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 35,934 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 0.4%
12	TYPE OF REPORTING PERSON* OO-LLC

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Oak Management Corporation 06-0990851
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER Not Applicable
	6 SHARED VOTING POWER 1,576,067 Shares of Common Stock
	7 SOLE DISPOSITIVE POWER Not Applicable
	8 SHARED DISPOSITIVE POWER 1,576,067 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,576,067 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.0%
12	TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Bandel L. Carano
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER Not Applicable
	6 SHARED VOTING POWER 1,576,067 Shares of Common Stock
	7 SOLE DISPOSITIVE POWER Not Applicable
	8 SHARED DISPOSITIVE POWER 1,576,067 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,576,067 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.0%
12	TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Gerald R. Gallagher
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER Not Applicable
	6	SHARED VOTING POWER 1,576,067 Shares of Common Stock
	7	SOLE DISPOSITIVE POWER Not Applicable
	8	SHARED DISPOSITIVE POWER 1,576,067 Shares of Common Stock

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,576,067 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.0%
12	TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Edward F. Glassmeyer
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER Not Applicable
	6	SHARED VOTING POWER 1,576,067 Shares of Common Stock
	7	SOLE DISPOSITIVE POWER Not Applicable
	8	SHARED DISPOSITIVE POWER 1,576,067 Shares of Common Stock

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,576,067 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.0%
12	TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Fredric W. Harman
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER Not Applicable
	6 SHARED VOTING POWER 1,576,067 Shares of Common Stock
	7 SOLE DISPOSITIVE POWER Not Applicable
	8 SHARED DISPOSITIVE POWER 1,576,067 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,576,067 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.0%
12	TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Ann H. Lamont
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER Not Applicable
	6 SHARED VOTING POWER 1,576,067 Shares of Common Stock
	7 SOLE DISPOSITIVE POWER Not Applicable
	8 SHARED DISPOSITIVE POWER 1,576,067 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,576,067 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.0%
12	TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Eileen M. More
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [_]
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER Not Applicable 6 SHARED VOTING POWER 1,576,067 Shares of Common Stock 7 SOLE DISPOSITIVE POWER Not Applicable 8 SHARED DISPOSITIVE POWER 1,576,067 Shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,576,067 Shares of Common Stock
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.0%
12	TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Schedule 13G Common Stock, Par Value $.002

CUSIP No. 928241108

Item 1(a) Name of Issuer:
ViroPharma Incorporated

Item 1(b) Address of Issuer's Principal Executive Offices:
76 Great Valley Parkway
Malvern, PA 19355

Item 2(a) Name of Person filing:

Oak Investment Partners VI, Limited Partnership
Oak Associates VI, LLC
Oak VI Affiliates Fund, Limited Partnership
Oak VI Affiliates, LLC
Oak Management Corporation
Bandel L. Carano
Gerald R. Gallagher
Edward F. Glassmeyer
Fredric W. Harman
Ann H. Lamont
Eileen M. More

Item 2(b) Address of Principal Business Office or, if none, Residence:

c/o Oak Management Corporation
One Gorham Island
Westport, CT 06880

Item 2(c) Citizenship:

Please refer to Item 4 on each cover sheet for each filing person

Item 2(d) Title of Class of Securities:

Common stock, $.002 par value

Item 2(e) CUSIP Number: 928241108

Item 3 Not Applicable.

Item 4 Ownership.

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Entities is based upon 8,739,361 shares outstanding, as reported in the final prospectus, dated November 19, 1996 filed by the Issuer

pursuant to Rule 424(b)(4) under the Securities Act of 1933, as amended, in connection with its initial public offering, plus shares issuable upon exercise of warrants described in the following sentence. Amounts shown as beneficially owned include currently exercisable Warrants to purchase 24,918 shares of Common Stock and 581 shares of Common Stock held by Oak Investment Partners VI, Limited Partnership, and Oak VI Affiliates Fund, Limited Partnership, respectively.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

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

Not applicable

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

Not applicable

Item 7 Identification and Classification of the 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.

Not applicable

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.

Dated February 13, 1997

Oak Investment Partners VI,
Limited Partnership

By: Oak Associates VI, LLC,
As General Partner

By: /s/ Edward F. Glassmeyer

Managing Member

Oak Associates VI, LLC

By: /s/ Edward F. Glassmeyer

Managing Member

Oak VI Affiliates Fund, Limited Partnership

By: Oak VI Affiliates, LLC, As General Partner

By: /s/ Edward F. Glassmeyer

Managing Member

Oak VI Affiliates, LLC

By: /s/ Edward F. Glassmeyer

Managing Member

OAK MANAGEMENT CORPORATION

By: /s/ Edward F. Glassmeyer

Name: Edward F. Glassmeyer
Title: President

/s/ Bandel L. Carano

Bandel L. Carano

/s/ Fredric W. Harman

Fredric W. Harman

/s/ Gerald R. Gallagher

Gerald R. Gallagher

/s/ Edward F. Glassmeyer

Edward F. Glassmeyer

/s/ Ann H. Lamont

Ann H. Lamont

/s/ Eileen M. More

Eileen M. More

INDEX TO EXHIBITS

Page

EXHIBIT A Agreement of Reporting Persons 18

Exhibit A

Each of the undersigned hereby agrees that the Schedule 13G filed on the date hereof with respect to the shares of Common Stock of ViroPharma Incorporated has been filed on behalf of the undersigned.

Signature:

Dated February 13, 1997

Oak Investment Partners VI,
Limited Partnership

By: Oak Associates VI, LLC
As General Partner

By: /s/ Edward F. Glassmeyer

Managing Member

Oak Associates VI, LLC

By: /s/ Edward F. Glassmeyer

Managing Member

Oak VI Affiliates Fund, Limited Partnership

By: Oak VI Affiliates, LLC, As General Partner

By: /s/ Edward F. Glassmeyer

Managing Member

Oak VI Affiliates, LLC

By: /s/ Edward F. Glassmeyer

Managing Member

OAK MANAGEMENT CORPORATION

```
By:  /s/ Edward F. Glassmeyer
     ------------------------------------
     Name:  Edward F. Glassmeyer
     Title: President

     /s/ Bandel L. Carano
     ------------------------------------
     Bandel L. Carano

     /s/ Fredric W. Harman
     ------------------------------------
     Fredric W. Harman

     /s/ Gerald R. Gallagher
     ------------------------------------
     Gerald R. Gallagher

     /s/ Edward F. Glassmeyer
     ------------------------------------
     Edward F. Glassmeyer

     /s/ Ann H. Lamont
     ------------------------------------
     Ann H. Lamont

     /s/ Eileen M. More
     ------------------------------------

     Eileen M. More
```

End of Filing

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