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VIROPHARMA INC

Filed by

SOROS GEORGE

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 12/27/01

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, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act OF 2034
(AMENDMENT NO. 5)

VIROPHARMA INCORPORATED
(Name of Issuer)

COMMON STOCK, PAR VALUE $.002 PER SHARE
(Title of Class of Securities)

928241108
(CUSIP Number)

KENNETH M. SOCHA, ESQ.
PSV, LP
2099 PENNSYLVANIA AVENUE, N.W.
SUITE 900
WASHINGTON, D.C. 20006-1813
TEL. NO.: (202) 452-0101
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

with a copy to

BRUCE A. GUTENPLAN, ESQ.
PAUL, WEISS, RIFKIND, WHARTON & GARRISON
1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064

DECEMBER 18, 2001
(Date of Event which Requires Filing of
this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject to this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [_].

*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 purposes 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.)

SCHEDULE 13D

1	NAME OF REPORTING PERSON PSV, LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,268,146 (1)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 1,268,146 (1)
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,268,146 (1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.57%
14	TYPE OF REPORTING PERSON* PN

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Includes Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON PSV GP, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,268,146 (1)
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 1,268,146 (1)
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,268,146 (1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.57%
14	TYPE OF REPORTING PERSON* OO

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Includes Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON PSV Partners, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 595,000 (1)
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 595,000 (1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 595,000 (1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.08%
14	TYPE OF REPORTING PERSON* OO

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Represents Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON SFM Participation, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 673,146
	8	SHARED VOTING POWER 595,000 (1)
	9	SOLE DISPOSITIVE POWER 673,146
	10	SHARED DISPOSITIVE POWER 595,000 (1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,268,146
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.57%
14	TYPE OF REPORTING PERSON* PN

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Represents Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON SFM AH, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 673,146
	8	SHARED VOTING POWER 595,000 (1)
	9	SOLE DISPOSITIVE POWER 673,146
	10	SHARED DISPOSITIVE POWER 595,000 (1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,268,146
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.57%
14	TYPE OF REPORTING PERSON* CO

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Represents Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON Rappahannock Investment Company
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 902,646
	8	SHARED VOTING POWER 754,397 (1)
	9	SOLE DISPOSITIVE POWER 902,646
	10	SHARED DISPOSITIVE POWER 754,397 (1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,657,043
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.58%
14	TYPE OF REPORTING PERSON* CO

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Represents Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON Frank H. Pearl (in the capacity described herein)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 902,646
	8	SHARED VOTING POWER 754,397 (1)
	9	SOLE DISPOSITIVE POWER 902,646
	10	SHARED DISPOSITIVE POWER 754,397 (1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,657,043
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.58%
14	TYPE OF REPORTING PERSON* IN

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Represents Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON George Soros (in the capacity described herein)
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 673,146
	8	SHARED VOTING POWER 595,000 (1)
	9	SOLE DISPOSITIVE POWER 673,146
	10	SHARED DISPOSITIVE POWER 595,000 (1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,268,146
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.57%
14	TYPE OF REPORTING PERSON* IA

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Represents Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON Soros Fund Management LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 673,146
	8	SHARED VOTING POWER 595,000 (1)
	9	SOLE DISPOSITIVE POWER 673,146
	10	SHARED DISPOSITIVE POWER 595,000 (1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,268,146
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.57%
14	TYPE OF REPORTING PERSON* OO; IA

* SEE INSTRUCTIONS BEFORE FILLING OUT

1/ Represents Warrant to purchase an aggregate of 595,000 shares of Common Stock.

SCHEDULE 13D

1	NAME OF REPORTING PERSON Perseus Capital, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 902,646
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 902,646
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 902,646
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.82%
14	TYPE OF REPORTING PERSON* OO

* SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13D

1	NAME OF REPORTING PERSON Perseus Management, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 902,646
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 902,646
	10	SHARED DISPOSITIVE POWER 0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 902,646
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.82%
14	TYPE OF REPORTING PERSON* OO

* SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13D

1	NAME OF REPORTING PERSON Perseus, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [_] (b) [X]
3	SEC USE ONLY
4	SOURCE OF FUNDS* Not Applicable
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) [_]
6	CITIZENSHIP OR PLACE OR ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 902,646
	8	SHARED VOTING POWER 159,397
	9	SOLE DISPOSITIVE POWER 902,646
	10	SHARED DISPOSITIVE POWER 159,397

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,062,043
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [X]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.67%
14	TYPE OF REPORTING PERSON* OO

* SEE INSTRUCTIONS BEFORE FILLING OUT

This Amendment No. 5 ("Amendment No. 5") to Schedule 13D is filed by the undersigned to amend and supplement the Schedule 13D filed on May 17, 1999 (the "Original 13D"), as amended by Amendment No. 1 to the Schedule 13D filed on July 1, 2000, as amended by Amendment No. 2 to the Schedule 13D filed on May 17, 2001, as amended by Amendment No. 3 to the Schedule 13D filed on September 17, 2001, as amended by Amendment No. 4 to the Schedule 13D filed on November 2, 2001, relating to the common stock (the "Common Stock"), par value $.002 per share, issued by ViroPharma Incorporated, a Delaware corporation (the "Company"). Unless otherwise indicated, all capitalized terms shall have the same meaning as provided in the Original 13D.

Item 1. SECURITY AND ISSUER.

No Change.

Item 2. IDENTITY AND BACKGROUND.

No change.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No change.

Item 4. PURPOSE OF TRANSACTION.

Item 4 is hereby amended and supplemented as follows:

As discussed below in Item 5(c), each of the Purchaser and Perseus Capital sold an aggregate of 250,000 and 250,000 shares of Common Stock, respectively, pursuant to Rule 144 under the Securities Act of 1933, as amended (the "Securities Act").

The disclosure under the caption "Additional Disclosure" in Item 4 is hereby amended and restated in its entirety as follows:

ADDITIONAL DISCLOSURE

The Reporting Persons may from time to time sell all or a portion the Common Stock, Warrant, or Common Stock issued upon exercise of the Warrant in privately negotiated transactions or in the open market pursuant to a registration statement (the "Registration Statement") filed by the Company on behalf of the Purchaser and Perseus Capital or other exercise of their registration rights or Rule 144, in each case, subject to prices for the Common Stock deemed favorable by the Reporting Persons, the Company's business or financial condition and other factors and conditions the Reporting Persons deem appropriate and to the terms of the Investment Agreement and the Warrant, as the case may be.

Alternatively, the Reporting Persons may from time to time acquire additional shares of Common Stock in privately negotiated transactions or in the open market, in each case, subject to availability of Common Stock at prices deemed favorable, the Company's business or financial condition and other factors and conditions the Reporting Persons deem appropriate. In addition, the Reporting Persons may formulate other purposes, plans or proposals regarding the Company or any of its securities to the extent deemed advisable in light of general investment and trading policies, market conditions or other factors.

Except as described in the Investment Agreement or the Warrant, and as otherwise set forth in the Original 13D or any amendment thereto, including this Amendment No. 5, no Reporting Person or any individual otherwise identified in Item 2 has any present plans or proposals which relate to or would result in any of the events described in Items (a) through (j) of Item 4 of Schedule 13D.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated in its entirety as follows:

(a) As of the date hereof: (i) each of the Purchaser, PSV GP, SFM Participation, SFM AH, Mr. Soros and SFM LLC may be deemed to beneficially own an aggregate of 1,268,146 shares of Common Stock which, based on calculations made in accordance with Rule 13d-3(d) and there being 18,719,457 shares of Common Stock outstanding as of November 5, 2001 as disclosed by the Company in the Form 10-Q for the quarterly period ended September 30, 2001, represents approximately 6.57% of the outstanding shares of Common Stock on a diluted basis in accordance with Rule 13d-3(d); (ii) each of Rappahannock and Mr. Pearl may be deemed to beneficially own an aggregate of 1,657,043 shares of Common Stock (which includes the shares held by Perseus Capital and the Warrants held by the Purchaser and an additional 159,397 shares of Common Stock beneficially owned by New York Life BioVenture Partners LLC, a Delaware limited liability company ("New York Life"), as more fully discussed below) which, based on calculations made in accordance with Rule 13d-3(d) and there being 18,719,457 shares of Common Stock outstanding as discussed above, represents approximately 8.58% of the outstanding shares of Common Stock on a diluted basis in accordance with Rule 13d-3(d); (iii) Perseus may be deemed to beneficially own an aggregate of 1,062,043 shares of Common Stock (which includes the shares held by Perseus Capital and an additional 159,397 shares of Common Stock beneficially owned by New York Life, as more fully discussed below) which, based on calculations made in accordance with Rule 13d-3(d) and there being 18,719,457 shares of Common Stock outstanding discussed above, represents approximately

5.67% of the outstanding shares of Common Stock on a diluted basis in accordance with Rule 13d-3(d); (iv) each of Perseus Capital and Perseus Management may be deemed to beneficially own an aggregate of 902,646 shares of Common Stock which, based on calculations made in accordance with Rule 13d-3(d) and there being 18,719,457 shares of Common Stock outstanding as discussed above, represents approximately 4.82% of the outstanding shares of Common Stock on a diluted basis in accordance with Rule 13d-3(d); and (v) PSV Partners may be deemed to beneficially own an aggregate of 595,000 shares of Common Stock which, based on calculations made in accordance with Rule 13d-3(d) and there being 18,719,457 shares of Common Stock outstanding as discussed above, represents approximately 3.08% of the outstanding shares of Common Stock on a diluted basis in accordance with Rule 13d-3(d). As noted above, Perseus, Rappahannock and Mr. Pearl may be deemed to beneficially own the 159,397 shares of Common Stock owned by New York Life. Mr. Pearl is the sole shareholder of Rappahannock, which is the sole member of Perseus, a member of Perseus Biotech Advisors, LLC ("Perseus Biotech Advisors"). Pursuant to a management agreement executed on August 1, 2000 (the "Management Agreement"), New York Life Investment Management, LLC, the sole manager of New York Life, retained Perseus Biotech Advisors to act as investment manager of New York Life. The Management Agreement is a general agreement pursuant to which Perseus Biotech Advisors became the investment manager of New York Life with respect to its portfolio companies. Prior to August 1, 2000, New York Life acquired its shares of Common Stock. As a result of the Management Agreement, Perseus, Rappahannock and Mr. Pearl may be deemed to beneficially own the 159,397 shares of Common Stock currently owned by New York Life.

(b) (i) Each of the Purchaser and PSV GP may be deemed to have sole power to direct the voting and disposition of the 1,268,146 shares of Common Stock (including the Warrants) beneficially owned by the Purchaser. With respect to the 673,146 shares of Common Stock beneficially owned by the Purchaser, each of SFM Participation, SFM AH, Mr. Soros and SFM LLC may be deemed to have sole power to direct the voting and disposition of such shares. With respect to the 902,646 shares of Common Stock beneficially owned by Perseus Capital, each of Perseus Management, Perseus, Rappahannock and Mr. Pearl may be deemed to have the sole power to direct the voting and disposition of such shares.

(ii) By virtue of the relationships between and among the Reporting Persons, each of PSV Partners, SFM Participation, SFM AH, Rappahannock, Mr. Pearl, Mr. Soros and

SFM LLC may be deemed to share the power to direct the voting and disposition of the 595,000 shares of Common Stock issuable upon exercise of the Warrant beneficially owned by the Purchaser.

(iii) Perseus, Rappahannock and Mr. Pearl may be deemed to share the power to direct the voting and disposition of the 159,397 shares of Common Stock owned by New York Life. Each of the Reporting Persons, other than Perseus, Rappahannock and Mr. Pearl, disclaim beneficial ownership of the 159,397 shares of Common Stock owned by New York Life.

(c) Between November 2, 2001 and December 19, 2001, each of the Purchaser and Perseus Capital sold the following number of shares under Rule 144 or the Registration Statement on the dates and for the prices set forth below:

PURCHASER

DATE	SHARES SOLD	PRICE PER SHARE
12/17/2001	30,000	$20.1783
12/18/2001	25,000	21.47
12/18/2001	145,000	22.1314
12/19/2001	50,000	22.3845

PERSEUS CAPITAL

DATE	SHARES SOLD	PRICE PER SHARE
12/06/2001	72,500	$21.311
12/07/2001	20,000	20.94
12/17/2001	10,000	20.025
12/18/2001	100,000	22.098
12/19/2001	47,500	21.957

(d) All such sales were made in the open market. The partners of the Purchaser and the members of Perseus Capital have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Securities held for the account of each of the Purchaser and Perseus Capital in accordance with their ownership interests in each of the Purchaser and Perseus Capital.

(e) No change.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

No change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1: Incorporate by reference the Power of Attorney, filed as Exhibit 2 to Amendment No. 1 to the Schedule 13D, appointing Richard D. Holahan, Jr., Attorney-In-Fact for George Soros.

SIGNATURE

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

Dated: December 27, 2001

PSV, LP

By: PSV GP, LLC,
General Partner

By: SFM Participation, L.P.,
Member

By: SFM AH, Inc.,
General Partner

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Secretary

PSV GP, LLC

By: SFM Participation, L.P.,
Member

By: SFM AH, Inc.,
General Partner

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Secretary

PSV PARTNERS, LLC

By: Rappahannock Investment Company,
Managing Member

By: /s/ Frank H. Pearl

Name: Frank H. Pearl
Title: Sole Shareholder

RAPPAHANNOCK INVESTMENT COMPANY

By: /s/ Frank H. Pearl

Name: Frank H. Pearl
Title: Sole Shareholder

MR. FRANK H. PEARL

By: /s/ Frank H. Pearl

Name: Frank H. Pearl

SFM PARTICIPATION, L.P.

By: SFM AH, Inc.,
General Partner

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Secretary

SFM AH, INC.

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Secretary

MR. GEORGE SOROS

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Attorney-in-fact

SOROS FUND MANAGEMENT LLC

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Assistant General Counsel

PERSEUS CAPITAL, LLC

By: /s/ Kenneth M. Socha

Name: Kenneth M. Socha
Title: Executive Vice President

PERSEUS MANAGEMENT, LLC

By: /s/ Kenneth M. Socha

Name: Kenneth M. Socha
Title: Executive Vice President

PERSEUS, LLC

By: /s/ Kenneth M. Socha

Name: Kenneth M. Socha
Title: Executive Vice President

End of Filing

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