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VIROPHARMA INC

Filed by

SEVIN ROSEN FUND IV LP

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/17/98

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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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13d-102)

**INFORMATION TO BE INCLUDED
IN STATEMENTS FILED PURSUANT TO
RULES 13D-1(b) AND (c) AND AMENDMENTS
THERETO FILED PURSUANT TO 13d-2**

(AMENDMENT NO. 1)*

VIROPHARMA INCORPORATED

(Name of Issuer)

COMMON

(Title of Class of Securities)

928241 10 8

(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 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 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATIONS NOS. OF ABOVE PERSONS

Sevin Rosen Fund IV L.P.

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 1,258,727
	6	SHARED VOTING POWER 6,233
	7	SOLE DISPOSITIVE POWER 1,258,727
	8	SHARED DISPOSITIVE POWER 6,233

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,264,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.0%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATIONS NOS. OF ABOVE PERSONS

SRB Associates IV L.P.

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 1,258,727
	6	SHARED VOTING POWER 6,233
	7	SOLE DISPOSITIVE POWER 1,258,727
	8	SHARED DISPOSITIVE POWER 6,233

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,264,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.0%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATIONS NOS. OF ABOVE PERSONS

Jon W. Bayless

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,264,960
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,264,960

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,264,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.0%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATIONS NOS. OF ABOVE PERSONS

Stephen M. Dow

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,278,960
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,278,960

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,278,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.1%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATIONS NOS. OF ABOVE PERSONS

John V. Jaggers

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,264,960
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,264,960

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,264,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.0%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATIONS NOS. OF ABOVE PERSONS

Charles H. Phipps

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,264,960
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,264,960

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,264,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.0%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATIONS NOS. OF ABOVE PERSONS

Sevin Rosen Bayless Management Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ]
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 6,233
	6	SHARED VOTING POWER 1,258,727
	7	SOLE DISPOSITIVE POWER 6,233
	8	SHARED DISPOSITIVE POWER 1,258,727

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,264,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES* |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.0%

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1.
(A) NAME OF ISSUER.

ViroPharma Incorporated, a Delaware corporation (the "Issuer").

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.

The Issuer's principal executive offices are located at 76 Great Valley Parkway, Malvern, Pennsylvania 19355.

ITEM 2.
(A) NAMES OF PERSONS FILING.

This statement is filed by the following persons: (i) Sevin Rosen Fund IV L.P. ("SR IV"); (ii) SRB Associates IV L.P. ("SRB IV"); (iii) Jon W. Bayless ("Bayless"); (iv) Stephen M. Dow ("Dow"); (v) John V. Jaggers ("Jaggers"); (vi) Charles H. Phipps ("Phipps") and (vii) Sevin Rosen Bayless Management Company ("Management Company").

SRB IV is the general partner of SR IV. Bayless, Dow, Jaggers and Phipps are the general partners of SRB IV and are directors, officers and indirect stockholders of Management Company.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE.

The principal business office of each of SR IV, SRB IV, Bayless, Jaggers, Phipps and Management Company is Two Galleria Tower, 13455 Noel Road, Suite 1670, Dallas, Texas 75240. The principal business office of Dow is 550 Lytton Avenue, Suite 200, Palo Alto, California 94301.

(C) CITIZENSHIP.

SR IV and SRB IV are each Delaware limited partnerships. Bayless, Dow, Jaggers and Phipps are each U.S. citizens. Management Company is a Texas corporation.

(D) TITLE OF CLASS OF SECURITIES.

This statement relates to shares of Common Stock, par value $.002 per share (the "Common Stock"), of the Issuer.

(E) CUSIP NUMBER.

928241 10 8

ITEM 3.

This statement is not being filed pursuant to Rule 13d-1(b) or 13d-2(b).

ITEM 4. OWNERSHIP.

(A) AMOUNT BENEFICIALLY OWNED.

(i) Each of SR IV, SRB IV, Bayless, Jaggers, Phipps and Management Company beneficially owns 1,264,960 shares of Common Stock.

(ii) Dow beneficially owns 1,278,960 shares of Common Stock.

(B) PERCENT OF CLASS.1

(i) Each of SR IV, SRB IV, Bayless, Jaggers, Phipps and Management Company -- 11.0%.

(ii) Dow -- 11.1%.

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1 According to the most recently available filing with the Securities and Exchange Commission in which such number is required to be indicated.

(C) POWER TO VOTE OR DIRECT THE VOTE AND DISPOSE OR DIRECT THE DISPOSITION OF SECURITIES.

(i)(a) Each of SR IV and SRB IV has sole power to vote or dispose or to direct the vote or disposition of 1,258,727 shares of Common Stock.

(b) Each of SR IV and SRB IV has shared power to vote or dispose or to direct the vote or disposition of 6,233 shares of Common Stock.

(ii)(a) Management Company has sole power to vote or dispose or to direct the vote or disposition of 6,233 shares of Common Stock.

(b) Management Company has shared power to vote or dispose or to direct the vote or disposition of 1,258,727 shares of Common Stock.

(iii) Each of Bayless, Jaggers and Phipps has shared power to vote or dispose or to direct the vote or disposition of 1,264,960 shares of Common Stock.

(iv) Dow has shared power to vote or dispose or to direct the vote or disposition of 1,278,960 shares of Common Stock.

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 [ ]

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.

SIGNATURES/SIGNED IN COUNTERPART

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

SEVIN ROSEN FUND IV L.P.

By: SRB Associates IV L.P.,
General Partner

Dated: February 13, 1998 *By: /s/ John Jaggers*
John V. Jaggers, a General Partner

SRB ASSOCIATES IV L.P.

Dated: February 13, 1998 *By: /s/ John Jaggers*
John V. Jaggers, a General Partner

Dated: February 13, 1998 */s/ Jon W. Bayless*
Jon W. Bayless

Dated: February 13, 1998 */s/ John Jaggers, Attorney-in-fact*
Stephen M. Dow

Dated: February 13, 1998 */s/ John Jaggers*
John V. Jaggers

Dated: February 13, 1998 */s/ John Jaggers, Attorney-in-fact*
Charles H. Phipps

SEVIN ROSEN BAYLESS MANAGEMENT COMPANY

Dated: February 13, 1998 *By: /s/ John Jaggers*
Title: Vice President

EXHIBIT INDEX
EXHIBIT

1. Joint Filing Agreement.

EXHIBIT 1

THIS DOCUMENT HAS BEEN SIGNED IN COUNTERPART

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including amendments thereto) with respect to the common stock of ViroPharma Incorporated, and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof each of the undersigned, being duly authorized, hereby execute this Agreement on the date set forth opposite its or his name.

SEVIN ROSEN FUND IV L.P.

By: SRB Associates IV L.P.,
General Partner

Dated: February 13, 1998 *By: /s/ John Jaggers*
John V. Jaggers, a General Partner

SRB ASSOCIATES IV L.P.

Dated: February 13, 1998 *By: /s/ John Jaggers*
John V. Jaggers, a General Partner

Dated: February 13, 1998 */s/ Jon W. Bayless*
Jon W. Bayless

Dated: February 13, 1998 */s/ John Jaggers, Attorney-in-fact*
Stephen M. Dow

Dated: February 13, 1998 */s/ John Jaggers*
John V. Jaggers

Dated: February 13, 1998 */s/ John Jaggers, Attorney-in-fact*

Charles H. Phipps

SEVIN ROSEN BAYLESS MANAGEMENT COMPANY

Dated: February 13, 1998 *By: /s/ John Jaggers*

Title: Vice President

End of Filing

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