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SOMAXON PHARMACEUTICALS, INC.

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MPM ASSET MANAGEMENT INVESTORS 2005 BVIII LLC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/10/12 for the Period Ending 07/06/12

Address	10935 VISTA SORRENTO PARKWAY SUITE 250 SAN DIEGO, CA 92130
Telephone	(858) 876-6500
CIK	0001339455
Symbol	SOMX
Fiscal Year	12/31

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FORM 4

[**X**] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MPM BIOVENTURES III-QP L.P.	**Somaxon Pharmaceuticals, Inc. [SOMX]**	____ Director __ **X** __ 10% Owner
(Last) (First) (Middle) **C/O MPM ASSET MANAGEMENT, 200 CLARENDON STREET, 54TH FLOOR**	3. Date of Earliest Transaction (MM/DD/YYYY) **7/6/2012**	____ Officer (give title below) ____ Other (specify below)
(Street) **BOSTON, MA 02116** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) ___ Form filed by One Reporting Person _ **X** _ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**7/6/2012**		**S**		**671217** (1)	**D**	**$0.291**	**2900460**	**I**	**See Footnote** (2)
Common Stock	**7/9/2012**		**S**		**1624574** (3)	**D**	**$0.307**	**1275886**	**I**	**See Footnote** (4)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) The shares were sold as follows: 559,506 by MPM BioVentures III-QP, L.P. ("BV III QP"), 37,622 by MPM BioVentures III, L.P. ("BV III"), 9,907 by MPM Asset Management Investors 2005 BVIII LLC ("AM 2005"), 16,901 by MPM BioVentures III Parallel Fund, L.P. ("BV Parallel") and 47,281 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BV KG"). MPM BioVentures III GP, L.P. ("MPM III GP") and MPM BioVentures III LLC ("MPM III LLC") are the direct and indirect general partners of BV III QP, BV III, BV Parallel and BV KG. Luke Evnin, Ansbert Gadicke, Nicholas Galakatos, Dennis Henner, Nicholas Simon III, Michael Steinmetz and Kurt Wheeler are the Series A members of MPM III LLC and the managers of AM 2005.

(2) The shares are held as follows: 2,417,716 by BV III QP, 162,570 by BV III, 42,835 by AM 2005, 73,032 by BV Parallel and 204,307 by BV KG. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary

interest therein.

(3) The shares were sold as follows: 1,354,196 by BV III QP, 91,057 by BV III, 23,979 by AM 2005, 40,907 by BV Parallel and 114,435 by BV KG.

(4) The shares are held as follows: 1,063,520 by BV III QP, 71,513 by BV III, 18,856 by AM 2005, 32,125 by BV Parallel and 89,872 by BV KG. Each Reporting Person disclaims beneficial ownership of the securities except to the extent of his or its respective pecuniary interest therein.

Remarks:

See Form 4 for Luke Evnin for additional members of this joint filing.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES III-QP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		**X**		
MPM BIOVENTURES III LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		**X**		
MPM Asset Management Investors 2005 BVIII LLC C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		**X**		
MPM BIOVENTURES III GMBH & CO. Beteiligungs KG C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		**X**		
MPM BIOVENTURES III PARALLEL FUND, L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		**X**		
MPM BIOVENTURES III L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		**X**		
MPM BIOVENTURES III GP L.P. C/O MPM ASSET MANAGEMENT 200 CLARENDON STREET, 54TH FLOOR BOSTON, MA 02116		**X**		

Signatures

/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III-QP, L.P. — **7/10/2012**

** Signature of Reporting Person — Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC — **7/10/2012**

** Signature of Reporting Person — Date

/s/ Luke Evnin, manager of MPM Asset Management Investors 2005 BVIII LLC — **7/10/2012**

** Signature of Reporting Person — Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., in its capacity as the Managing Limited Partner of MPM BioVentures III GmbH & Co. Beteiligungs KG — **7/10/2012**

** Signature of Reporting Person — Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III Parallel Fund, L.P. — **7/10/2012**

** Signature of Reporting Person — Date

/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III

GP, LP, the general partner of MPM BioVentures III, L.P.	**7/10/2012**
** Signature of Reporting Person	Date
/s/ Luke Evnin, Series A Member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P.	**7/10/2012**
** Signature of Reporting Person	Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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