

THRESHOLD PHARMACEUTICALS INC

Filed by
SUTTER HILL VENTURES

FORM SC 13G/A (Amended Statement of Ownership)

Filed 02/14/17

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 11)***

Threshold Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

885807206

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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. Names of Reporting Persons
Sutter Hill Ventures, a California Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
California, USA

5. Sole Voting Power
4,098,266*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
-0-

7. Sole Dispositive Power
4,098,266*

8. Shared Dispositive Power
-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,098,266

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.7%

12. Type of Reporting Person (See Instructions)
PN

* See Appendix A.

1. Names of Reporting Persons
Tench Coxe

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

3. SEC Use Only

4. Citizenship or Place of Organization
USA

5. Sole Voting Power
834,466*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
4,098,266**

7. Sole Dispositive Power
834,466*

8. Shared Dispositive Power
4,098,266**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,932,732

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
6.9%

12. Type of Reporting Person (See Instructions)
IN

* See Appendix A, Note 2.

** Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons
James N. White

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
USA

5. Sole Voting Power
352,816*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
4,098,266**

7. Sole Dispositive Power
352,816*

8. Shared Dispositive Power
4,098,266**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,451,082

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
6.2%

12. Type of Reporting Person (See Instructions)
IN

* See Appendix A, Note 3.

** Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons
Jeffrey W. Bird

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
USA

5. Sole Voting Power
494,408*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
4,098,266**

7. Sole Dispositive Power
494,408*

8. Shared Dispositive Power
4,098,266**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,592,674

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
6.4%

12. Type of Reporting Person (See Instructions)
IN

* See Appendix A, Note 4.

** Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons
Michael L. Speiser

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
USA

5. Sole Voting Power
303,410*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
4,098,266**

7. Sole Dispositive Power
303,410*

8. Shared Dispositive Power
4,098,266**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,401,676

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
6.2%

12. Type of Reporting Person (See Instructions)
IN

* See Appendix A, Note 5.

** Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons
Stefan A. Dyckerhoff

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization
German citizen (U.S. permanent resident)

5. Sole Voting Power
33,444*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
4,098,266**

7. Sole Dispositive Power
33,444*

8. Shared Dispositive Power
4,098,266**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,131,710

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.8%

12. Type of Reporting Person (See Instructions)
IN

* See Appendix A, Note 6.

** Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

1. Names of Reporting Persons
Samuel J. Pullara III

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)
-

3. SEC Use Only

4. Citizenship or Place of Organization
USA

5. Sole Voting Power
33,444*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
4,098,266**

7. Sole Dispositive Power
33,444*

8. Shared Dispositive Power
4,098,266**

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,131,710

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.8%

12. Type of Reporting Person (See Instructions)
IN

* See Appendix A, Note 7.

** Comprised of shares owned by Sutter Hill Ventures, a California Limited Partnership. See Appendix A.

Item 1.

- (a) Name of Issuer
Threshold Pharmaceuticals, Inc.

- (b) Address of Issuer's Principal Executive Offices
170 Harbor Way, Suite 300, South San Francisco, CA 94080

Item 2.

- (a) Name of Person Filing
See Appendix A; Appendix A is hereby incorporated by reference

- (b) Address of Principal Business Office or, if none, Residence
See Appendix A

- (c) Citizenship
See Appendix A

- (d) Title of Class of Securities
Common Stock

- (e) CUSIP Number
885807206

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3I(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

N/A

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
See Appendix A, which is hereby incorporated by reference and related pages 2 to 8

(b) Percent of class:
See Appendix A, which is hereby incorporated by reference and related pages 2 to 8

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(ii) Shared power to vote or to direct the vote

(iii) Sole power to dispose or to direct the disposition of

(iv) Shared power to dispose or to direct the disposition of

*** See Appendix A, which is hereby incorporated by reference and related pages 2 to 8. Messrs. Coxe, White, Bird, Speiser, Dyckerhoff and Pullara are managing directors and members of the management committee of the general partner of Sutter Hill Ventures, a California Limited Partnership, and as such, they share voting and dispositive power over the shares held by the partnership.

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 .

N/A

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

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

N/A

Item 8. Identification and Classification of Members of the Group

See Appendix A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

N/A

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.

February 14, 2017

SUTTER HILL VENTURES, A CALIFORNIA LIMITED PARTNERSHIP

By: /s/ Robert Yin, Attorney-in-Fact for Jeffrey W. Bird
Jeffrey W. Bird, Managing Director of the General Partner

/s/ Robert Yin, Attorney-in Fact for Tench Coxe
TENCH COXE

/s/ Robert Yin, Attorney-in Fact for James N. White
JAMES N. WHITE

/s/ Robert Yin, Attorney-in Fact for Jeffrey W. Bird
JEFFREY W. BIRD

/s/ Robert Yin, Attorney-in Fact for Michael L. Speiser
MICHAEL L. SPEISER

/s/ Robert Yin, Attorney-in Fact for Stefan A. Dyckerhoff
STEFAN A. DYCKERHOFF

/s/ Robert Yin, Attorney-in Fact for Samuel J. Pullara III
SAMUEL J. PULLARA III

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).

APPENDIX A TO SCHEDULE 13G – THRESHOLD PHARMACEUTICALS, INC.

<u>Name of Reporting Person</u>	<u>Aggregate Number of Shares Beneficially Owned</u>		<u>% of Total Shares</u>
	<u>Individual</u>	<u>Aggregate</u>	
Sutter Hill Ventures, a California Limited Partnership	4,098,266		5.7%
Tench Coxe	834,466	Note 2	1.2%
		4,932,732	Note 1
			6.9%
James N. White	352,816	Note 3	0.5%
		4,451,082	Note 1
			6.2%
Jeffrey W. Bird	494,408	Note 4	0.7%
		4,592,674	Note 1
			6.4%
Michael L. Speiser	303,410	Note 5	0.4%
		4,401,676	Note 1
			6.2%
Stefan A. Dyckerhoff	33,444	Note 6	0.0%
		4,131,710	Note 1
			5.8%
Samuel J. Pullara III	33,444	Note 7	0.0%
		4,131,710	Note 1
			5.8%

The address for all of the above is: 755 Page Mill Road, Suite A-200, Palo Alto, CA 94304.

The partnerships are organized in California. The individuals are all U.S. citizens and residents with the exception of Mr. Dyckerhoff who is a German citizen and U.S. permanent resident.

None of the above has been convicted in any criminal proceedings nor have they been subject to judgments, decrees, or final orders enjoining future violations of Federal or State securities laws.

All of the parties are individuals or entities in the venture capital business.

Note 1: Includes individual shares plus all shares held by Sutter Hill Ventures, a California Limited Partnership of which the reporting person is a managing director and member of the management committee of the general partner.

Note 2: Comprised of 331,562 shares held in The Coxe Revocable Trust of which the reporting person is a trustee, 182,828 shares held by a retirement trust for the benefit of the reporting person and 320,076 shares held by Rooster Partners, LP of which the reporting person is a trustee of a trust which is the general partner.

Note 3: Comprised of 348,740 shares held in The White Revocable Trust of which the reporting person is a trustee and 4,076 shares held in a Roth IRA for the benefit of the reporting person.

Note 4: Comprised of 340,156 shares held in the Jeffrey W. and Christina R. Bird Trust of which the reporting person is a trustee, 919 shares held in a Roth IRA for the benefit of the reporting person and 153,333 shares of director's options that are fully vested and exercisable within 60 days after 12/31/16.

Note 5: Comprised of 303,410 shares held in the Speiser Trust of which the reporting person is a trustee.

Note 6: Comprised of 33,444 shares held in the Dyckerhoff 2001 Revocable Trust of which the reporting person is a trustee.

Note 7: Comprised of 33,444 shares held in The Pullara Revocable Trust of which the reporting person is a trustee.