

GIMV NV
Form 3
October 11, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GIMV NV | | (Month/Day/Year) | TorreyPines Therapeutics, Inc. [TPTX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| KAREL OOMSSTRAAT 37 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| ANTWERP,Â C9Â B-2018 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,215,883 | I | See footnote <u>(1)</u> |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | (I) (Instr. 5) | |
|------------------------|------------|------------|--------------|---------|---------|-------------------|-----------------------------|
| Warrant (Right to Buy) | 10/03/2006 | 10/03/2009 | Common Stock | 412,720 | \$ 8.32 | I | See Footnote ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GIMV NV KAREL OOMSSTRAAT 37 ANTWERP, C9 B-2018 | ^ | ^ X | ^ | ^ |
| ADVIESBEHEER GIMV LIFE SCIENCES NV KAREL OOMSSTRAAT 37 ANTWERP, C9 B-2018 | ^ | ^ X | ^ | ^ |
| Biotech Fonds Vlaanderen NV KAREL OOMSSTRAAT 37 ANTWERP, C9 B-2018 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Dirk
Boogmans

10/03/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Received in exchange for shares of TPTX, Inc. common and preferred stock in connection with the Agreement and Plan of Merger and Reorganization entered into by and among the Issuer, its wholly-owned subsidiary and TPTX, Inc. (the "Merger Agreement"). The shares are held as follows: 1,544,403 shares held by GIMV NV; 193,776 shares held by Adviesbeheer GIMV Life Sciences NV; and 477,704 shares held by Biotech Fonds Vlaanderen NV.

(2) As partial consideration under the Merger Agreement, holders of preferred stock of TPTX, Inc. also received warrants to purchase their pro-rata portion of 1,500,000 shares of the Issuer's common stock in exchange for their preferred shares. Warrants are held as follows: Warrant to purchase 286,897 shares held by GIMV NV; warrant to purchase 35,782 shares held by Adviesbeheer GIMV Life Sciences NV; and warrant to purchase 90,041 shares held by Biotech Fonds Vlaanderen NV.

^

Remarks:

This report is filed jointly by GIMV NV, Adviesbeheer GIMV Life Sciences NV, and Biotech Fonds Vlaanderen NV. The reported securities are directly held by GIMV NV, Adviesbeheer GIMV Life Sciences NV, and Biotech Fonds Vlaanderen NV.

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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