

VIACELL INC
Form SC 13G/A
August 10, 2007

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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. 3)*

VIACELL, INC.
(Name of Issuer)

Common Stock, par value
\$0.01 per share
(Title of Class of Securities)

92554J105
(CUSIP Number)

June 21, 2006
(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)

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* 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).

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

HealthCor Management, L.P.
20-2893581

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 Delaware

SOLE VOTING POWER:

5 NUMBER OF
SHARES BENEFICIALLY OWNED BY

0

SHARED VOTING POWER:

6 EACH REPORTING PERSON

3,700,000

SOLE DISPOSITIVE POWER:

7 WITH:

0

SHARED DISPOSITIVE POWER:

8

3,700,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9 3,700,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

9.53%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

2

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

HealthCor Associates, LLC
20-2891849

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 Delaware

SOLE VOTING POWER:

5
NUMBER OF

0

SHARES
BENEFICIALLY OWNED BY

SHARED VOTING POWER:

3,700,000

EACH
REPORTING PERSON

SOLE DISPOSITIVE POWER:

0

WITH:

SHARED DISPOSITIVE POWER:

3,700,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9
3,700,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

9.53%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO- limited liability company

3

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

HealthCor Offshore, Ltd.

N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Cayman Islands

SOLE VOTING POWER:

5

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

SHARED VOTING POWER:

6

2,431,151

SOLE DISPOSITIVE POWER:

7

0

SHARED DISPOSITIVE POWER:

8

2,431,151

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

2,431,151

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10

o

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

11

6.26%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

OO- limited company

4

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

HealthCor Hybrid Offshore, Ltd.

N/A

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Cayman Islands

SOLE VOTING POWER:

5

NUMBER OF 0

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

SHARED VOTING POWER:

6

571,365

SOLE DISPOSITIVE POWER:

7

0

SHARED DISPOSITIVE POWER:

8

571,365

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

571,365

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

1.47%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO- limited company

5

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

HealthCor Group, LLC
51-0551771

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 Delaware

SOLE VOTING POWER:

5
NUMBER OF 0

SHARED VOTING POWER:

6
SHARES BENEFICIALLY OWNED BY 697,484

SOLE DISPOSITIVE POWER:

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8
WITH: 697,484

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9
697,484

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

1.80%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO- limited liability company

6

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

HealthCor Capital, L.P.
51-0551770

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 Delaware

SOLE VOTING POWER:

5
NUMBER OF 0

SHARED VOTING POWER:

6
SHARES BENEFICIALLY OWNED BY 697,484

SOLE DISPOSITIVE POWER:

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8
WITH: 697,484

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9
697,484

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

1.80%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

7

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

HealthCor, L.P.
20-3240266

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 Delaware

SOLE VOTING POWER:

5
NUMBER OF 0

SHARED VOTING POWER:

6
SHARES BENEFICIALLY OWNED BY 697,484

SOLE DISPOSITIVE POWER:

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8
WITH: 697,484

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9
697,484

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10

o

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

11

1.80%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12

PN

8

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Arthur Cohen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 United States

SOLE VOTING POWER:

5 NUMBER OF 0

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

6 3,700,000

SHARED VOTING POWER:

3,700,000

SOLE DISPOSITIVE POWER:

7 0

SHARED DISPOSITIVE POWER:

8 3,700,000

3,700,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9 3,700,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

9.53%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

9

CUSIP No. 92554J105

NAMES OF REPORTING PERSONS:

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Joseph Healey

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a) x
(b) o

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 United States

SOLE VOTING POWER:

5 NUMBER OF 0

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

6 3,700,000

SHARED VOTING POWER:

3,700,000

SOLE DISPOSITIVE POWER:

7 0

0

SHARED DISPOSITIVE POWER:

8 3,700,000

3,700,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9 3,700,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

9.53%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

10

Item 1(a). Name of Issuer: Viacell, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

245 First Street
Cambridge, Massachusetts 02142

Item 2. (a, b, c). Name of Persons Filing, Address of Principal Business Office, Citizenship:

(i) HealthCor Management, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 47th Floor New York, New York 10019;

(ii) HealthCor Associates, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor New York, New York 10019;

(iii) HealthCor Offshore, Ltd., a Cayman Islands limited company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor New York, New York 10019;

(iv) HealthCor Hybrid Offshore, Ltd., a Cayman Islands limited company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor New York, New York 10019;

(v) HealthCor Group, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 47th Floor New York, New York 10019;

(vi) HealthCor Capital, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 47th Floor New York, New York 10019;

(vii) HealthCor, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 47th Floor New York, New York 10019;

(viii) Joseph Healey; Carnegie Hall Tower, 152 West 57th Street, 47th Floor New York, New York 10019; and

(ix) Arthur Cohen, 12 South Main Street, #203 Norwalk, Connecticut 06854. Both Mr. Healey and Mr. Cohen are United States citizens.

Item 2(d). Title of Class of Securities: common stock, par value \$0.01 per share (the "Common Stock")

Item 2(e). CUSIP Number: 92554J105

Item 3. Not Applicable.

Item 4. Ownership.

Collectively, HealthCor, L.P., HealthCor Offshore, Ltd. and HealthCor Hybrid Offshore, Ltd. are the beneficial owners of a total of 3,700,000 shares of the Common Stock of the Issuer. The investment manager of each of these funds is HealthCor Management, L.P. and by virtue of such status may also be deemed to be the beneficial owner of the shares of Common Stock.

The general partner of HealthCor, L.P. is HealthCor Capital, L.P. and the general partner of HealthCor Capital, L.P. is HealthCor Group, LLC. Accordingly, each of HealthCor Capital L.P. and HealthCor Group, LLC may be deemed the beneficial owner of that portion of the Common Stock beneficially owned by HealthCor, L.P.

HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and, as such, may also be deemed to be the beneficial owner of the Common Stock. Arthur Cohen and Joseph Healey are the Managers of HealthCor Associates, LLC and have both voting and investment power with respect to the Common Stock reported herein, and therefore may also be deemed to be the beneficial owners of such Common Stock.

1. HealthCor Management, L.P.
 - (a) Amount beneficially owned: 3,700,000 shares
 - (b) Percent of class: 9.53%. The percentage of Common Stock reported as beneficially owned is based upon 38,837,168 shares outstanding as of August 7, 2007, as reported by the Issuer in its quarterly report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2007.
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 3,700,000 shares
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 3,700,000 shares.

2. HealthCor Associates, LLC
 - (a) Amount beneficially owned: 3,700,000 shares
 - (b) Percent of class: 9.53% (determined as set forth in paragraph 1(b) of this Item 4).
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 3,700,000 shares
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 3,700,000 shares.

3. HealthCor Offshore, Ltd.
 - (a) Amount beneficially owned: 2,431,151 shares
 - (b) Percent of class: 6.26% (determined as set forth in paragraph 1(b) of this Item 4).
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0

- (ii) Shared power to vote or to direct the vote: 2,431,151 shares
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 2,431,151 shares.

4. HealthCor Hybrid Offshore, Ltd.

- (a) Amount beneficially owned: 571,365 shares
- (b) Percent of class: 1.47% (determined as set forth in paragraph 1(b) of this Item 4).
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 571,365 shares
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 571,365 shares.

5. HealthCor Group, LLC

- (a) Amount beneficially owned: 697,484 shares
- (b) Percent of class: 1.80% (determined as set forth in paragraph 1(b) of this Item 4).
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 697,484 shares
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 697,484 shares.

6. HealthCor Capital, L.P.

- (a) Amount beneficially owned: 697,484 shares
- (b) Percent of class: 1.80% (determined as set forth in paragraph 1(b) of this Item 4).
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 697,484 shares
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 697,484 shares.

7. HealthCor, L.P.

- (a) Amount beneficially owned: 697,484 shares
- (b) Percent of class: 1.80% (determined as set forth in paragraph 1(b) of this Item 4).
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 697,484 shares
 - (iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 697,484 shares.

8. Joseph Healey

- (a) Amount beneficially owned: 3,700,000 shares
- (b) Percent of class: 9.53% (determined as set forth in paragraph 1(b) of this Item 4).
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 3,700,000 shares
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 3,700,000 shares.

9. Arthur Cohen

- (a) Amount beneficially owned: 3,700,000 shares
- (b) Percent of class: 9.53% (determined as set forth in paragraph 1(b) of this Item 4).
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 3,700,000 shares
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 3,700,000 shares.

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.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[Signature Page Follows]

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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.

Date: August 10, 2007

HealthCor Management L.P., for itself and as manager on behalf of (i) HealthCor Offshore, Ltd. and (ii) HealthCor Hybrid Offshore, Ltd.

By: HealthCor Associates, LLC, its general partner

By: /s/ Steven J. Musumeci
Name: Steven J. Musumeci
Title: Chief Operating Officer

HealthCor Capital L.P., for itself and as manager on behalf of HealthCor L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ Steven J. Musumeci
Name: Steven J. Musumeci
Title: Chief Operating Officer

HealthCor Associates, LLC

By: /s/ Steven J. Musumeci
Name: Steven J. Musumeci
Title: Chief Operating Officer

HealthCor Group, LLC

By: /s/ Steven J. Musumeci
Name: Steven J. Musumeci
Title: Chief Operating Officer

/s/ Joseph Healey
Joseph Healey, Individually

/s/ Arthur Cohen
Arthur Cohen, Individually

Exhibit 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Date: August 10, 2007

HealthCor Management L.P., for itself and as manager on behalf of (i) HealthCor Offshore, Ltd. and (ii) HealthCor Hybrid Offshore, Ltd.

By: HealthCor Associates, LLC, its general partner

By: /s/ Steven J. Musumeci
Name: Steven J. Musumeci
Title: Chief Operating Officer

HealthCor Capital L.P., for itself and as manager on behalf of HealthCor L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ Steven J. Musumeci
Name: Steven J. Musumeci
Title: Chief Operating Officer

HealthCor Associates, LLC

By: /s/ Steven J. Musumeci
Name: Steven J. Musumeci
Title: Chief Operating Officer

HealthCor Group, LLC

By: /s/ Steven J. Musumeci
Name: Steven J. Musumeci
Title: Chief Operating Officer

/s/ Joseph Healey
Joseph Healey, Individually

/s/ Arthur Cohen
Arthur Cohen, Individually