

ARQULE INC  
Form SC 13G/A  
June 04, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

ArQule, Inc.

-----  
-----  
(Name of Issuer)

Common Stock

-----  
-----  
(Title of Class of Securities)

04269E 10 7

-----  
-----  
(CUSIP Number)

May 21, 2001

-----  
-----  
(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)

(Continued on following pages)

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Exhibit Index Contained on Page 10

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1 NAME OF REPORTING ENTITY John  
Shoch ("Shoch")

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER  
21,235 shares.

6 SHARED VOTING  
POWER  
owned by  
L.P.; 9,731  
by AMA98  
44,463 shares  
Investors,  
shares are owned by  
L.P. The general  
these  
Ventures 1998,  
Shoch is a  
33,659 shares  
81,099 shares are  
AMA98 Ventures,  
shares are owned  
Corporate, L.P.;  
are owned by AMA98  
L.P.; 17,908  
AMA98 Partners,  
partner of each of  
entities is Alloy  
LLC, of which  
managing member.  
are owned by Asset

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Management

L.P., the

which is AMC

Shoch is a

AMC

Shoch may be

shared power to

described

Associates 1996,

general partner of

Partners 96, L.P.

general partner of

Partners 96, L.P.

deemed to have a

vote the shares

therein.

-----  
-----

POWER

7

SOLE DISPOSITIVE

item 5

see response to

-----  
-----

POWER

8

SHARED VOTING

item 6

see response to

-----  
-----

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

208,095

-----  
-----

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*

[ ]

-----  
-----

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.0%

-----  
-----

12

TYPE OF REPORTING PERSON\*

IN

-----  
-----

[FN]



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these partner of each of  
 Ventures 1998, entities is Alloy  
 Taylor is a LLC, of which  
 33,659 shares managing member.  
 Management are owned by Asset  
 L.P., the Associates 1996,  
 which is AMC general partner of  
 Taylor is a Partners 96, L.P.  
 AMC general partner of  
 Taylor may be Partners 96, L.P.  
 shared power to deemed to have a  
 described vote the shares  
 -----  
 -----

POWER 7 SOLE DISPOSITIVE  
 see response to  
 item 5  
 -----  
 -----

POWER 8 SHARED VOTING  
 see response to  
 item 6  
 -----  
 -----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON  
 216,900  
 -----  
 -----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
 EXCLUDES CERTAIN SHARES\*  
 [ ]  
 -----  
 -----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
 1.1%  
 -----  
 -----

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-----  
12 TYPE OF REPORTING PERSON\*

IN  
-----  
-----

[FN]

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
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-----  
-----

1 NAME OF REPORTING ENTITY Douglas E.  
Kelly ("Kelly")  
-----  
-----

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

3 SEC USE ONLY  
-----  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----  
-----

NUMBER OF 5 SOLE VOTING POWER  
SHARES 6,909 shares.  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH  
-----  
-----

POWER 6 SHARED VOTING  
owned by 81,099 shares are  
L.P.; 9,731 AMA98 Ventures,  
by AMA98 shares are owned  
Corporate, L.P.;

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44,463 shares  
Investors,  
shares are owned by  
L.P. The general  
these  
Ventures 1998,  
Kelly is a  
33,659 shares  
Management  
L.P., the  
which is AMC  
Kelly is a  
AMC  
Kelly may be  
shared power to  
described

are owned by AMA98  
L.P.; 17,908  
AMA98 Partners,  
partner of each of  
entities is Alloy  
LLC, of which  
managing member.  
are owned by Asset  
Associates 1996,  
general partner of  
Partners 96, L.P.  
general partner of  
Partners 96, L.P.  
deemed to have a  
vote the shares  
therein.

-----  
-----

POWER 7 SOLE DISPOSITIVE  
see response to  
item 5

-----  
-----

POWER 8 SHARED VOTING  
see response to  
item 6

-----  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
193,769

-----  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\*  
[ ]

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-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.0%

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-----  
12 TYPE OF REPORTING PERSON\*  
IN

-----  
-----  
[FN]

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
1 NAME OF REPORTING ENTITY Tony Di  
Bona ("Di Bona")

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

-----  
-----  
3 SEC USE ONLY

-----  
-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Australia

-----  
-----  
NUMBER OF 5 SOLE VOTING POWER  
SHARES 3,010 shares.  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON  
WITH

-----  
-----  
6 SHARED VOTING



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POWER

owned by  
 L.P.; 9,731  
 by AMA98  
 44,463 shares  
 Investors,  
 shares are owned by  
 L.P. The general  
 these  
 Ventures 1998,  
 Bona is a  
 33,659 shares  
 Management  
 L.P., the  
 which is AMC  
 Di Bona is a  
 AMC  
 Di Bona may be  
 shared power to  
 described

81,099 shares are  
 AMA98 Ventures,  
 shares are owned  
 Corporate, L.P.;  
 are owned by AMA98  
 L.P.; 17,908  
 AMA98 Partners,  
 partner of each of  
 entities is Alloy  
 LLC, of which Di  
 managing member.  
 are owned by Asset  
 Associates 1996,  
 general partner of  
 Partners 96, L.P.  
 general partner of  
 Partners 96, L.P.  
 deemed to have a  
 vote the shares  
 therein.

-----  
 -----

POWER

7

SOLE DISPOSITIVE

item 5

see response to

-----  
 -----

POWER

8

SHARED VOTING

item 6

see response to

-----  
 -----

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

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REPORTING PERSON

189,870

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

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.9%

12 TYPE OF REPORTING PERSON\*

IN

[FN]

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(A). NAME OF ISSUER

Arqule, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE  
OFFICES

19 Presidential Way  
Woburn, Massachusetts 01801

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by John Shoch  
("Shoch"), Craig  
Taylor ("Taylor"), Douglas E. Kelly ("Kelly"), and Tony Di Bona  
("Di Bona").  
The foregoing entities and individuals are collectively referred  
to as the  
"Reporting Persons."

AMC Partners 96, L.P. is the general partner  
of Asset  
Management Associates 1996, L.P. Shoch, Taylor, Kelly and Di  
Bona are  
general partners of AMC Partners 96, L.P. Shoch, Taylor, Kelly

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and Di Bona  
may be deemed to have indirect beneficial ownership of shares of  
the issuer  
owned directly by Asset Management Associates 1996, L.P.

Alloy Ventures 1998, LLC is the general  
partner of  
AMA98 Ventures, L.P., AMA98 Corporate, L.P., AMA98 Investors,  
L.P. and  
AMA98 Partners, L.P. Shoch, Taylor, Kelly and Di Bona are the  
managing  
members of Alloy Ventures 1998, LLC. Shoch, Taylor, Kelly and  
Di Bona  
may be deemed to have indirect beneficial ownership of shares of  
the issuer  
owned directly by AMA98 Ventures, L.P., AMA98 Corporate, L.P.,  
AMA98  
Investors, L.P. and AMA98 Partners, L.P.

Shoch, Taylor, Kelly and Di Bona hereby  
disclaim beneficial  
ownership of shares of issuer directly owned by Asset Management  
Associates  
1996, L.P., AMA98 Ventures, L.P., AMA98 Corporate, L.P., AMA98  
Investors, L.P.  
and AMA98 Partners, L.P. except to the extent of any indirect  
pecuniary  
interest therein.

ITEM 2(B). ADDRESS OF PRINCIPAL OFFICE

The address for each of the Reporting Persons  
is:

Alloy Ventures.  
480 Cowper Street, 2nd Floor.  
Palo Alto, CA 94301

ITEM 2(C) CITIZENSHIP

Shoch, Taylor, and Kelly are all United States  
citizens.

Di Bona is an Australian citizen.

ITEM 2(D) AND (E). TITLE OF CLASS OF SECURITIES AND CUSIP NUMBER

Common Stock  
CUSIP # 04269E 10 7

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ITEM 3. Not Applicable

ITEM 4. OWNERSHIP

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(a) Amount beneficially owned:

See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:

See Row 11 of cover page for each Reporting Person.

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

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

See Row 5 of cover page for each Reporting Person.

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

See Row 6 of cover page for each Reporting Person.

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

See Row 7 of cover page for each Reporting Person.

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

See Row 8 of cover page for each Reporting Person.

### 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 [X].

### ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Under certain circumstances set forth in the limited partnership agreements of Asset Management Associates 1996, L.P., AMA98 Ventures, L.P., AMA98 Corporate, L.P., AMA98 Investors, L.P. and AMA98 Partners, L.P. the general and limited partners of each of such entities may be deemed to have the right to receive dividends from, or the proceeds from, the sale of shares of the issuer owned by each such entity of which they are



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-----  
CRAIG TAYLOR

/s/ Douglas E. Kelly  
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-----  
DOUGLAS E. KELLY

/s/ Tony Di Bona  
-----

-----  
TONY DI BONA

-----  
-----  
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EXHIBIT INDEX

Found on

Sequentially  
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Numbered Page  
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EXHIBIT A

Agreement of Joint Filing

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Arqule, Inc. shall be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Executed this 31st day of May, 2001.

/s/ John Shoch

-----  
JOHN SHOCH

/s/ Craig Taylor

-----  
CRAIG TAYLOR

/s/ Douglas E. Kelly

-----  
DOUGLAS E. KELLY

/s/ Tony Di Bona

-----  
TONY DI BONA