

SBTV V LLC

Form 4

November 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *

MOBIUS TECHNOLOGY
VENTURES VI LP

(Last) (First) (Middle)

TWO PALO ALTO SQ SUITE
500, 3000 EL CAMINO REAL

(Street)

PALO ALTO, CA 94306

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

TERABEAM, INC. [TRBM]

3. Date of Earliest Transaction

(Month/Day/Year)

11/22/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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, par value \$0.01 per share	11/22/2005		S		57,300	D	\$ 2.5001	4,869,812 <u>(1)</u>	I <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
									See footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOBIUS TECHNOLOGY VENTURES VI LP TWO PALO ALTO SQ SUITE 500 3000 EL CAMINO REAL PALO ALTO, CA 94306		X		
MOBIUS TECHNOLOGY VENTURES SIDE FUND VI L P TWO PALO ALTO SQ SUITE 500 3000 EL CAMINO REAL PALO ALTO, CA 94306		X		
MOBIUS TECHNOLOGY VENTURES ADVISORS FUND VI L P TWO PALO ALTO SQ SUITE 500 3000 EL CAMINO REAL PALO ALTO, CA 94306		X		
SOFTBANK U S VENTURES VI L P TWO PALO ALTO SQ SUITE 500 3000 EL CAMINO REAL PALO ALTO, CA 94306		X		
MOBIUS VI LLC TWO PALO ALTO SQ SUITE 500 3000 EL CAMINO REAL PALO ALTO, CA 94306		X		
SOFTBANK TECHNOLOGY VENTURES V LP TWO PALO ALTO SQ SUITE 500 3000 EL CAMINO REAL PALO ALTO, CA 94306		X		

SOFTBANK TECHNOLOGY VENTURES ADVISORS FUND V LP

TWO PALO ALTO SQ SUITE 500

3000 EL CAMINO REAL

PALO ALTO, CA 94306

X

SOFTBANK Technology Entrepreneurs Fund V, L.P.

TWO PALO ALTO SQ SUITE 500

3000 EL CAMINO REAL

PALO ALTO, CA 94306

X

SBTV V LLC

TWO PALO ALTO SQ SUITE 500

3000 EL CAMINO REAL

PALO ALTO, CA 94306

X

Signatures

/s/ Jason Mendelson as

Attorney-in-Fact

11/22/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reporting person is a member of a Section 13(d) group that owns more than 10% of the issuer's outstanding common stock.

These shares are owned directly by the following entities: (i) 1,115,815 shares held by Mobius Technology Ventures VI, L.P. ("MTV"); (ii) 43,486 shares held by Mobius Technology Ventures Advisors Fund VI, L.P. ("MTAF"); (iii) 45,617 shares held by Mobius

(2) Technology Ventures Side Fund VI, L.P. ("MTSF"); (iv) 1,196,709 shares held by SOFTBANK US Ventures VI, L.P. ("SUSV"); (v) 2,361,838 shares held by SOFTBANK Technology Ventures V, L.P. ("STV"); (vi) 63,882 shares held by SOFTBANK Technology Advisors Fund V, L.P. ("STAF"), and (vii) 42,465 shares held by SOFTBANK Technology Entrepreneurs Fund V, L.P. ("STEF").

Mobius VI LLC ("Mobius"), as general partner of MTV, MTAF, MTSF and SUSV (the "Mobius VI Funds"), has an indirect interest in 2,401,627 of these shares. Mobius disclaims beneficial ownership with respect to all shares held of record by the Mobius VI Funds and

(3) the SBTV V Funds (as defined below), except, or as applicable, to the extent of its pecuniary interest therein. SBTV V LLC ("SBTV V"), as general partner of STV, STAF and STEF (the "SBTV V Funds"), has an indirect interest in 2,468,185 of these shares. SBTV V disclaims beneficial ownership with respect to all shares held of record by the Mobius VI Funds, except, or as applicable, to the extent of its pecuniary interest therein.

Bradley A. Feld ("BAF"), D. Rex Golding ("DRG"), and Jo Ann Heidi Roizen ("JR") are managing members of (i) Mobius, the general partner of each of the Mobius VI Funds, and (ii) SBTV V, the general partner of each of the SBTV V Funds, BAF, DRG, and JR disclaim beneficial ownership with respect to all of the 4,869,812 shares held of record by the Mobius VI Funds and the SBTV V Funds except, or as applicable to the extent of their pecuniary interests in the Mobius VI Funds and the SBTV V Funds.

Greg P. Galanos ("GPG") is a managing member of Mobius, the general partner of each of the Mobius VI Funds. GPG disclaims

(5) beneficial ownership with respect to all of the 2,401,627 shares held of record by the Mobius VI Funds except, or as applicable, to the extent of his pecuniary interests in the Mobius VI Funds. GPG disclaims all beneficial ownership and pecuniary interest with respect to the 2,468,185 shares held of record by the SBTV V Funds.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.