

SOFTBANK TECHNOLOGY VENTURES V LP
Form 4
October 27, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOBIUS TECHNOLOGY VENTURES VI LP

(Last) (First) (Middle)

100 SUPERIOR PLAZA WAY, SUITE 200

(Street)

SUPERIOR, CO 80027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TERABEAM, INC. [TRBM]

3. Date of Earliest Transaction
(Month/Day/Year)
10/25/2006

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	10/25/2006		S	15,800 D \$ 2.6514	2,765,203 (1)	I (2) (3) (4) (5)	See footnotes. (2) (3) (4) (5)
Common Stock, par value \$0.01 per share	10/26/2006		S	3,200 D \$ 2.6106	2,762,003 (1)	I (2) (3) (4) (5)	See footnotes. (2) (3) (4) (5)

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
100 SUPERIOR PLAZA WAY
SUITE 200
SUPERIOR, CO 80027

X

MOBIUS TECHNOLOGY VENTURES ADVISORS FUND VI L P
100 SUPERIOR PLAZA WAY
SUITE 200
SUPERIOR, CO 80027

X

MOBIUS TECHNOLOGY VENTURES SIDE FUND VI L P
100 SUPERIOR PLAZA WAY
SUITE 200
SUPERIOR, CO 80027

X

SOFTBANK U S VENTURES VI L P
100 SUPERIOR PLAZA WAY
SUITE 200
SUPERIOR, CO 80027

X

MOBIUS VI LLC
100 SUPERIOR PLAZA WAY
SUITE 200
SUPERIOR, CO 80027

X

SOFTBANK TECHNOLOGY VENTURES V LP
 100 SUPERIOR PLAZA WAY
 SUITE 200
 SUPERIOR, CO 80027 X

SOFTBANK TECHNOLOGY VENTURES ADVISORS FUND V LP
 100 SUPERIOR PLAZA WAY
 SUITE 20
 SUPERIOR, CO 80027 X

SOFTBANK Technology Entrepreneurs Fund V, L.P.
 100 SUPERIOR PLAZA WAY
 SUITE 200
 SUPERIOR, CO 80027 X

SBTV V LLC
 100 SUPERIOR PLAZA WAY
 SUITE 200
 SUPERIOR, CO 80027 X

Signatures

/s/ Jason Mendelson as
 Attorney-in-Fact

10/27/2006

__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) 599,523 shares held by Mobius Technology Ventures VI, L.P. ("MTV"); (ii) 23,419 shares held by Mobius Technology Ventures Advisors Fund VI, L.P. ("MTAF"); (iii) 24,451 shares held by Mobius Technology

(2) Ventures Side Fund VI, L.P. ("MTSF"); (iv) 642,826 shares held by SOFTBANK US Ventures VI, L.P. ("SUSV"); (v) 1,407,915 shares held by SOFTBANK Technology Ventures V, L.P. ("STV"); (vi) 38,515 shares held by SOFTBANK Technology Advisors Fund V, L.P. ("STAF"), and (vii) 25,354 shares held by SOFTBANK Technology Entrepreneurs Fund V, L.P. ("STEF").

(3) Mobius VI LLC ("Mobius"), as general partner of MTV, MTAF, MTSF and SUSV (the "Mobius VI Funds"), has an indirect interest in 1,290,219 of these shares. Mobius disclaims beneficial ownership with respect to all shares held of record by the Mobius VI Funds and 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 1,471,784 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.

(4) 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 2,762,003 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.

(5) Greg P. Galanos ("GPG") is a managing member of Mobius, the general partner of each of the Mobius VI Funds. GPG disclaims beneficial ownership with respect to all of the 1,290,219 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 1,471,784 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.

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