

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934(1)

THRESHOLD PHARMACEUTICALS, INC.
(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE
(Title of Class of Securities)

885807 10 7
(CUSIP Number)

DECEMBER 31, 2005
(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)

(1) 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 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. 885807 10 7

13G

Page 2 of 12 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Investments II, L.P. 22-3764772

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER NUMBER OF
NUMBER OF -0-
SHARES
6. SHARED VOTING POWER
BENEFICIALLY 3,248,605
7. SOLE DISPOSITIVE POWER
OWNED BY
EACH -0-
8. SHARED DISPOSITIVE POWER
REPORTING

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,248,605

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.7%

12. TYPE OF REPORTING PERSON**

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Investments II Advisors Fund, L.P. 22-3784567

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER NUMBER OF

NUMBER OF -0-

SHARES 6. SHARED VOTING POWER

BENEFICIALLY 136,417

OWNED BY 7. SOLE DISPOSITIVE POWER

EACH -0-

REPORTING 8. SHARED DISPOSITIVE POWER

PERSON WITH 136,417

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

136,417

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.4%

12. TYPE OF REPORTING PERSON**

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Associates II LLC 22-3764735

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER NUMBER OF

NUMBER OF -0-

SHARES

6. SHARED VOTING POWER

BENEFICIALLY

3,385,022

OWNED BY

7. SOLE DISPOSITIVE POWER

EACH

-0-

REPORTING

8. SHARED DISPOSITIVE POWER

PERSON WITH

3,385,022

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,385,022

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.1%

12. TYPE OF REPORTING PERSON**

OO

** SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 885807 10 7

13G

Page 5 of 12 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jay Moorin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER NUMBER OF

NUMBER OF -0-

SHARES

6. SHARED VOTING POWER

BENEFICIALLY 3,385,022

OWNED BY 7. SOLE DISPOSITIVE POWER
EACH -0-

REPORTING 8. SHARED DISPOSITIVE POWER
PERSON WITH 3,385,022

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,385,022

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.1%

12. TYPE OF REPORTING PERSON**
IN

** SEE INSTRUCTIONS BEFORE FILLING OUT

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Alain Schreiber

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5. SOLE VOTING POWER NUMBER OF
NUMBER OF -0-

SHARES 6. SHARED VOTING POWER

BENEFICIALLY 3,385,022

OWNED BY 7. SOLE DISPOSITIVE POWER
EACH -0-

REPORTING 8. SHARED DISPOSITIVE POWER
PERSON WITH 3,385,022

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,385,022

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
9.1%

12. TYPE OF REPORTING PERSON**
IN

ITEM 1(A). NAME OF ISSUER.

Threshold Pharmaceuticals, Inc. (the "Company").

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

The Company's principal executive offices are located at 1300 Seaport Boulevard, Redwood City, CA 94063.

ITEMS 2(A). NAME OF PERSON FILING.

This statement is filed on behalf of the following persons with respect to shares of common stock of the Company (the "Shares").

(i) ProQuest Investments II, L.P., a Delaware limited partnership ("Investments II"), with respect to Shares beneficially owned by it;

(ii) ProQuest Investments II Advisors Fund, L.P., a Delaware limited partnership ("Advisors Fund"), with respect to Shares beneficially owned by it;

(iii) ProQuest Associates II LLC, a Delaware limited liability company ("Associates II"), as General Partner of Investments II and Advisors Fund, with respect to Shares beneficially owned by Investments II and Advisors Fund;

(iv) Jay Moorin, an individual and a member of Associates II ("Moorin"), with respect to Shares beneficially owned by Investments II and Advisors Fund; and

(v) Alain Schreiber, an individual and a member of Associates II ("Schreiber"), with respect to Shares beneficially owned by Investments II and Advisors Fund.

The foregoing persons are hereinafter are referred to collectively as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE.

The address of the principal business office of each of the Reporting Persons is 90 Nassau Street, 5th Floor, Princeton, NJ 08542.

ITEM 2(C). CITIZENSHIP.

Mr. Moorin is a United States citizen. Mr. Schreiber is a United States resident alien. Investments II and Advisors Fund are Delaware limited partnerships organized under the laws of the State of Delaware. Associates II is a Delaware limited liability company organized under the laws of the State of Delaware.

ITEM 2(D). TITLE OF CLASS OF SECURITIES.

Common stock, par value \$0.001 per share.

ITEM 2(E). CUSIP NUMBER.

885807 10 7

ITEM 3.

If this statement is filed pursuant to Rules 13d-1(b) or 13d- 2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act,
- (b) Bank as defined in Section 3(a)(6) of the Act,
- (c) Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940,

- (e) Investment Adviser in accordance with Rule 13d-1 (b) (1) (ii) (E),
- (f) Employee Benefit Plan or Endowment Fund in accordance with 13d-1 (b) (1) (ii) (F),
- (g) Parent Holding Company or control person in accordance with Rule 13d-1 (b) (1) (ii) (G),
- (h) Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act of 1940,
- (j) Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

If this statement is filed pursuant to 13d-1(c), check this box: X

ITEM 4. OWNERSHIP.

The percentages used herein are calculated based upon 18,741,488 shares issued and outstanding, as of November 10, 2005, based upon the Company's Form 10-Q for the quarterly period ending September 30, 2005. As of the close of business on August 5, 2005, the Reporting Persons owned shares of the Company's common stock in the amounts and percentages listed below:

A. PROQUEST INVESTMENTS II, L.P.

CUSIP No. 885807 10 7 13G Page 9 of 12 Pages

- (a) Amount beneficially owned: 3,248,605
- (b) Percent of class: 8.7%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,248,605
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,248,605

B. PROQUEST INVESTMENTS II ADVISORS FUND, L.P.

- (a) Amount beneficially owned: 136,417
- (b) Percent of class: 0.4%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 136,417
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 136,417

C. PROQUEST ASSOCIATES II LLC

- (a) Amount beneficially owned: 3,385,022
- (b) Percent of class: 9.1%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,385,022
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 3,385,022

D. JAY MOORIN

- (a) Amount beneficially owned: 3,385,022
- (b) Percent of class: 9.1%
- (c) (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 3,385,022

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,385,022

E. ALAIN SCHREIBER

(a) Amount beneficially owned: 3,385,022

(b) Percent of class: 9.1%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,385,022

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,385,022

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.

To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, a number of the Shares which represents more than five percent of the number of outstanding shares of the Shares.

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. CERTIFICATIONS.

Each of the Reporting Persons hereby makes the following 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

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.

DATED: February 10, 2006

/S/ PASQUALE DEANGELIS

Pasquale DeAngelis, as a member of ProQuest Associates II LLC and on behalf of ProQuest Investments II, L.P. and ProQuest Investments II Advisors Fund, L.P.

Jay Moorin, individually

*

Alain Schreiber, individually

*By: /S/ PASQUALE DEANGELIS

Pasquale DeAngelis, Attorney-in-Fact
Power of Attorney filed as an exhibit hereto

Index Exhibit

SCHEDULE 13G

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
-----	-----
99.1	Joint Filing Agreement
99.2	Power of Attorney

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the shares of common stock of Threshold Pharmaceuticals, Inc. is, and any amendment thereto (collectively, the "Schedule 13G") signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended. The undersigned hereby further agree that this Joint Filing Agreement be included as an exhibit to such statement and any such amendment. This Joint Filing Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Dated: February 10, 2006

/S/ PASQUALE DEANGELIS

Pasquale DeAngelis, as a member of ProQuest Associates II LLC and on behalf of ProQuest Investments II, L.P. and ProQuest Investments II Advisors Fund, L.P.

*

Jay Moorin, individually

*

Alain Schreiber, individually

*By: /S/ PASQUALE DEANGELIS

Pasquale DeAngelis, Attorney-in-Fact
Power of Attorney filed as an exhibit to the Schedule 13G

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned hereby constitutes and appoints, as of the date hereof, Pasquale DeAngelis, his or her true and lawful attorney-in-fact with full power of substitution, resubstitution and revocation, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, including, but not limited to, the undersigned's individual capacity and the undersigned's capacity as a member of ProQuest Associates II LLC, a Delaware limited liability company ("Associates II"), to execute all agreements, certificates, forms, instruments, or other documents, and to take any action, necessary to file beneficial ownership reports on Schedules 13D and 13G and Forms 3, 4 and 5 (including any amendments thereto, and including any beneficial ownership reports which may in the future be required by the Securities and Exchange Commission to be filed provided that the purpose and form of such reports is substantially similar to Schedules 13D or 13G or Forms 3, 4 or 5) under the Securities Exchange Act of 1934 with the Securities and Exchange Commission or any stock exchange or similar authority, in connection with any equity investments in Threshold Pharmaceuticals, Inc. by each of the undersigned in his or her individual capacity and by each of Associates II, ProQuest Investments II Advisors Fund, L.P., a Delaware limited partnership ("Advisors Fund") and ProQuest Investments II, L.P. ("Investments II", and together with Associates II and Advisors Fund, the "Companies").

In connection with the appointment of such attorney-in-fact, each of the undersigned hereby grants unto said attorney-in-fact full power and authority to do and perform each and every act and thing which, in the opinion of such attorney-in-fact, may be requisite, necessary, proper or of benefit to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, thereby ratifying and confirming all that said attorney-in-fact (or attorney-in-fact's substitute or substitutes), may lawfully do or cause to be done by virtue hereof, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his own discretion. Each of the undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's or the Companies' responsibilities to comply with Section 13 or Section 16 of the Securities Exchange Act of 1934.

Dated: As of February 10, 2006

/S/ JAY MOORIN

Jay Moorin

/S/ ALAIN SCHREIBER

Alain Schreiber