

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

(Amendment No. ___)*

Threshold Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

885807107

(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)

*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 disclosures provided in a prior cover page.

The information required on 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).

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Exhibit Index Contained on Page 14

<TABLE>
<CAPTION>

CUSIP NO. 12345A678 13 G Page 2 of 15

<S> <C> <C>
1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
Sofinova Venture Partners V, L.P. ("SVP V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5	SOLE VOTING POWER 3,281,905 shares, except that Sofinnova Management V, L.L.C. ("SM V") and Sofinnova Management V 2005 L.L.C. ("SMV 2005"), the general partners of SVP V, may be deemed to have shared voting power, and Michael F. Powell ("Powell"), Alain L. Azan ("Azan") and James I. Healy, M.D., Ph.D. ("Healy"), the managing members of SM V and SMV 2005, may be deemed to have shared power to vote these shares.
6	SHARED VOTING POWER See response to row 5.
7	SOLE DISPOSITIVE POWER 3,281,905 shares, except that SM V and SMV 2005, the general partners of SVP V, may be deemed to have shared dispositive power and Powell, Azan and Healy, the managing members of SM V and SMV 2005, may be deemed to have shared power to dispose of these shares.
8	SHARED DISPOSITIVE POWER See response to row 7.

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,281,905
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	8.8%
12	TYPE OF REPORTING PERSON (See Instructions)	PN

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<CAPTION>

CUSIP NO. 12345A678 13 G Page 3 of 15

<S> <C> <C>
1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
Sofinnova Venture Affiliates V, L.P. ("SVA V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5	SOLE VOTING POWER 107,974 shares, except that SM V, the general partner of SVA V, may be deemed to have sole voting power, and Powell, Azan and Healy, the managing members of SM V, may be deemed to have shared power to vote these shares.
---	--

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
107,974 shares, except that SM V, the general partner of SVA V, may be deemed to have sole dispositive power, and Powell, Azan and Healy, the managing members of SM V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 107,974

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.3%

12 TYPE OF REPORTING PERSON (See Instructions) PN

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<S> <C> <C>
1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
Sofinnova Venture Principals V, LP ("SVPr V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
50,321 shares, except that SM V, the general partner of SVPr V, may be deemed to have sole voting power, and Powell, Azan and Healy, the managing members of SM V, may be deemed to have shared power to vote these shares.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER
See response to row 5.

7 SOLE DISPOSITIVE POWER
50,321 shares, except that SM V, the general partner of SVPr V, may be deemed to have sole dispositive power, and Powell, Azan and Healy, the managing members of SM V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER

See response to row 7.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 50,321

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%

12 TYPE OF REPORTING PERSON (See Instructions) PN

</TABLE>
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CUSIP NO. 12345A678 13 G Page 5 of 15

<S> <C> <C>
1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
Sofinnova Management V, L.L.C. ("SM V")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
158,295 shares, of which 107,974 shares are owned directly by SVA V and 50,321 shares are owned directly by SVPr V. SM V, the general partner of SVA V and SVPr V, may be deemed to have sole voting over the shares owned directly by SVA V and SVPr V, and Powell, Azan and Healy, the managing members of SM V, may be deemed to have shared power to vote these shares.

6 SHARED VOTING POWER
3,281,905 shares owned directly by SVP V. SM V and SM V 2005, the general partners of SVP V, may be deemed to have shared voting power over the shares owned directly by SVA V, and Powell, Azan and Healy, the managing members of both SM V and SM V 2005, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
158,295 shares, of which 107,974 shares are owned directly by SVA V and 50,321 shares are owned directly by SVPr V. SM V, the general partner of SVA V and SVPr V, may be deemed to have sole dispositive power over the shares owned directly by SVA V and SVPr V, and Powell, Azan and Healy, the managing members of SM V, may be deemed to have shared power to dispose of these shares.

8 SHARED DISPOSITIVE POWER
3,281,905 shares owned directly by SVP V. SM V and SM V 2005, the general partners of SVP V, may be deemed to have shared dispositive power over the shares owned directly by SVA V, and Powell, Azan and Healy, the managing members of both SM V and SM V 2005, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,440,200

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.2%

12 TYPE OF REPORTING PERSON (See Instructions) 00

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CUSIP NO. 12345A678 13 G Page 6 of 15

<S> <C> <C>
1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only).
Sofinnova Management V 2005 L.L.C. ("SMV 2005")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

5 SOLE VOTING POWER
0

6 SHARED VOTING POWER
3,281,905 shares which are owned directly by SVP V. SMV 2005 and SM V, the general partners of SVP V, may be deemed to have shared voting power, and Powell, Azan and Healy, the managing members of SMV 2005 and SM V, may be deemed to have shared power to vote these shares.

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
3,281,905 shares which are owned directly by SVP V. SMV 2005 and SM V, the general partners of SVP V, may be deemed to have shared dispositive power, and Powell, Azan and Healy, the managing members of SMV 2005 and SM V, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,281,905

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

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

8.8%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

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CUSIP NO. 12345A678

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<S> <C> <C>

1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Michael F. Powell ("Powell")
Tax ID Number:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Citizen

5 SOLE VOTING POWER
11,250 shares (issuable to Powell pursuant to outstanding options
exercisable within 60 days of December 31, 2005).

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

6 SHARED VOTING POWER
3,440,200 shares, of which 3,281,905 shares are owned directly by SVP
V, 107,974 shares are owned directly by SVA V and 50,321 shares are
owned directly by SVPr V. SM V is the general partner of SVA V and
SVPr V, and Powell, a managing member of SM V, may be deemed to have
shared power to vote the shares held by SVA V and SVPr V. SM V and
SMV 2005 are general partners of SVP V, and Powell, a managing member
of both SM V and SMV 2005, may be deemed to have shared power to vote
the shares held by SVP V.

7 SOLE DISPOSITIVE POWER
11,250 shares (issuable to Powell pursuant to outstanding options
exercisable within 60 days of December 31, 2005).

8 SHARED DISPOSITIVE POWER
3,440,200 shares, of which 3,281,905 shares are owned directly by SVP
V, 107,974 shares are owned directly by SVA V and 50,321 shares are
owned directly by SVPr V. SM V is the general partner of SVA V and
SVPr V, and Powell, a managing member of SM V, may be deemed to have
shared power to dispose of the shares held by SVA V and SVPr V. SM V
and SMV 2005 are general partners of SVP V, and Powell, a managing
member of both SM V and SMV 2005, may be deemed to have shared power
to dispose of the shares held by SVP V.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,451,450 shares.

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.3%

12 TYPE OF REPORTING PERSON*

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<S> <C> <C>
 1 NAME OF REPORTING
 SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 Alain L. Azan ("Azan")
 Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 U.S. Citizen

5 SOLE VOTING POWER
 0 shares.

NUMBER OF
 SHARES

BENEFICIALLY
 OWNED BY EACH REPORTING
 PERSON
 WITH

6 SHARED VOTING POWER
 3,440,200 shares, of which 3,281,905 shares are owned directly by SVP
 V, 107,974 shares are owned directly by SVA V and 50,321 shares are
 owned directly by SVPr V. SM V is the general partner of SVA V and
 SVPr V, and Azan, a managing member of SM V, may be deemed to have
 shared power to vote the shares held by SVA V and SVPr V. SM V and
 SMV 2005 are general partners of SVP V, and Azan, a managing member
 of both SM V and SMV 2005, may be deemed to have shared power to vote
 the shares held by SVP V.

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 3,440,200 shares, of which 3,281,905 shares are owned directly by SVP
 V, 107,974 shares are owned directly by SVA V and 50,321 shares are
 owned directly by SVPr V. SM V is the general partner of SVA V and
 SVPr V, and Azan, a managing member of SM V, may be deemed to have
 shared power to dispose of the shares held by SVA V and SVPr V. SM V
 and SMV 2005 are general partners of SVP V, and Azan, a managing
 member of both SM V and SMV 2005, may be deemed to have shared power
 to dispose of the shares held by SVP V.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 3,440,200 shares.

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 9.2%

12 TYPE OF REPORTING PERSON*
 IN

</TABLE>
 <TABLE>
 <CAPTION>

<S> <C> <C>
1 NAME OF REPORTING
SS OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

James I. Healy, M.D., Ph.D. ("Healy")
Tax ID Number:

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

5 SOLE VOTING POWER
0 shares.
NUMBER OF
SHARES

6 SHARED VOTING POWER
3,440,200 shares, of which 3,281,905 shares are owned directly by SVP
V, 107,974 shares are owned directly by SVA V and 50,321 shares are
owned directly by SVPr V. SM V is the general partner of SVA V and
SVPr V, and Healey, a managing member of SM V, may be deemed to have
shared power to vote the shares held by SVA V and SVPr V. SM V and
SMV 2005 are general partners of SVP V, and Healey, a managing member
of both SM V and SMV 2005, may be deemed to have shared power to vote
the shares held by SVP V.
BENEFICIALLY
OWNED BY EACH REPORTING
PERSON
WITH

7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
3,440,200 shares, of which 3,281,905 shares are owned directly by SVP
V, 107,974 shares are owned directly by SVA V and 50,321 shares are
owned directly by SVPr V. SM V is the general partner of SVA V and
SVPr V, and Healey, a managing member of SM V, may be deemed to have
shared power to dispose of the shares held by SVA V and SVPr V. SM V
and SMV 2005 are general partners of SVP V, and Healey, a managing
member of both SM V and SMV 2005, may be deemed to have shared power
to dispose of the shares held by SVP V.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON 3,440,200 shares.

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.2%

12 TYPE OF REPORTING PERSON* IN

</TABLE>

Threshold Pharmaceuticals, Inc.

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

1300 Seaport Boulevard
Redwood City, CA 94063

ITEM 2(A). NAME OF PERSONS FILING

This Statement is filed by Sofinnova Venture Partners V, L.P. ("SVP V"), Sofinnova Venture Affiliates V, L.P. ("SVA V"), Sofinnova Venture Principals V, L.P. ("SVPr V"), Sofinnova Management V, L.L.C. ("SM V"), Sofinnova Management V 2005 LLC ("SMV 2005"), Michael F. Powell ("Powell"), Alain L. Azan ("Azan") and James I. Healy, M.D., Ph.D. ("Healey") (the "Reporting Person"). The foregoing entities and individuals are collectively referred to as the "Reporting Persons."

SM V, the general partner of SVA V and SVPr V, may be deemed to have sole power to vote and sole power to dispose of shares of the issuer directly owned by SVA V and SVPr V. Powell, Azan and Healey are the managing members of SM V and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by SVA V and SVPr V.

SM V and SMV 2005, the general partners of SVP V, may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by SVP V. Powell, Azan and Healey are the managing members of SMV and SMV 2005 and may be deemed to have shared power to vote and shared power to dispose of shares of the issuer directly owned by SVP V.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE

The address for each of the Reporting Persons is:

Sofinnova Ventures Inc.
140 Geary Street, 10th Floor
San Francisco, California 94108

ITEM 2(C). CITIZENSHIP

SVP V, SVA V and SVPr V, are Delaware limited partnerships. SM V and SMV 2005 are a Delaware limited liability companies. Powell, Azan and Healy are United States citizens.

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

Common Stock
CUSIP # 885807-107

ITEM 3. Not Applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

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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

Not applicable.

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

Under certain circumstances set forth in the limited partnership agreements of SVP V, SVA V and SVPr V, and the limited liability company agreements of SM V and SMV 2005, the general and limited partners or members, as the case may be, 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 a partner or member, as the case may be.

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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.

Not applicable.

CUSIP NO. 12345A678

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SIGNATURES

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: February __, 2006

Sofinnova Venture Partners V, L.P. /s/ James I. Healy
By Sofinnova Management V, L.L.C. -----
By Sofinnova Management V 2005 L.L.C. James I. Healy, Member
Its General Partners

Sofinnova Venture Affiliates V, L.P. /s/ James I. Healy
By Sofinnova Management V, L.L.C. -----
Its General Partner James I. Healy, Member

Sofinnova Venture Principals V, L.P. /s/ James I. Healy
By Sofinnova Management V, L.L.C. -----
Its General Partner James I. Healy, Member

Michael F. Powell /s/ Michael F. Powell

Michael F. Powell

Alain L. Azan /s/ Alain L. Azan

Alain L. Azan

James I. Healey, M.D., Ph.D. /s/ James I. Healey

James I. Healey

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature. NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Exhibit

Found on
Sequentially
Numbered Page

Exhibit A: Agreement of Joint Filing

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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 Threshold Pharmaceuticals, 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.

Date: February __, 2006

Sofinnova Venture Partners V, L.P.
By Sofinnova Management V, L.L.C.
By Sofinnova Management V 2005 L.L.C.
Its General Partners

/s/ James I. Healey

James I. Healy, Member

Sofinnova Venture Affiliates V, L.P.
By Sofinnova Management V, L.L.C.
Its General Partner

/s/ James I. Healey

James I. Healy, Member

Sofinnova Venture Principals V, L.P.
By Sofinnova Management V, L.L.C.
Its General Partner

/s/ James I. Healey

James I. Healy, Member

Michael F. Powell

/s/ Michael F. Powell

Michael F. Powell

Alain L. Azan

/s/ Alain L. Azan

Alain L. Azan

James I. Healey, M.D., Ph.D.

/s/ James I. Healey

James I. Healey