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). Page 1 of 15 Pages Exhibit Index Contained on Page 14 <TABLE> <CAPTION> - -----CUSIP NO. 12345A678 13 G Page 2 of 15 _ ------_____ <C> <S> 1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (Entities Only). Sofinnova Venture Partners V, L.P. ("SVP V") CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) X

4 CITIZENSHIP OR PLACE OF ORGANIZATION

SEC USE ONLY

3

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		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 of SVP V, may be deemed to have shared disposit Azan and Healy, the managing members of SM V ar deemed to have shared power to dispose of these	tive power and Powell, nd SMV 2005, may be		
		8	SHARED DISPOSITIVE POWER See response to row 7.			
9	AGGREGATE AMOUNT BEN		OWNED BY EACH	3,281,905		
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA			[]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.8%					
12						

CUSIP NO.	12345A678		13 G	Page 3 of 15	
 <s> 1</s>		N NO. OF A	ABOVE PERSON (Entities Only). filiates 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 ORGANI	IZATION		
	NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 107,974 shares, except that SM V, the general part deemed to have sole voting power, and Powell, A managing members of SM V, may be deemed to have	Azan and Healy, the	

OWNED BY EACH REPORTING PERSON WITH

		6	SHARED VOTING POWER	
		7	See response to row 5. SOLE DISPOSITIVE POWER 107,974 shares, except that SM V, the general particle deemed to have sole dispositive power, and Powell managing members of SM V, may be deemed to have significant dispose of these shares.	rtner of SVA V, may be l, Azan and Healy, the
		8	SHARED DISPOSITIVE POWER See response to row 7.	
9	AGGREGATE AMOUNT BENE			107,974
10	CHECK BOX IF THE AGGI	REGATE AMOU		[]
11	PERCENT OF CLASS REPR	RESENTED BY		0.3%
12	TYPE OF REPORTING PER	RSON (See :	Instructions)	PN
<pre></pre> <pre></pre> <pre></pre> <pre></pre> <pre></pre>				
CUSIP NO. 1	2345A678		13 G	Page 4 of 15
<s> 1</s>		NO. OF A	BOVE PERSON (Entities Only). ncipals V, LP ("SVPr V")	
2	CHECK THE APPROPRIATE	E BOX IF A	MEMBER OF A GROUP (See Instructions) (a)	(b) X
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE	OF ORGANI	ZATION	
OWNED	NUMBER OF SHARES BENEFICIALLY BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 50,321 shares, except that SM V, the general part deemed to have sole voting power, and Powell, Aza managing members of SM V, may be deemed to have sthese shares.	an and Healy, the shared power to vote
		6	SHARED VOTING POWER See response to row 5.	
		7	SOLE DISPOSITIVE POWER 50,321 shares, except that SM V, the general part deemed to have sole dispositive power, and Powell managing members of SM V, may be deemed to have significant dispose of these shares.	tner of SVPr V, may be l, Azan and Healy, the shared power to
		8	SHARED DISPOSITIVE POWER	

			See response to row /.				
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 REPI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%					
12	TYPE OF REPORTING PE	TYPE OF REPORTING PERSON (See Instructions)					
<td></td> <td></td> <td></td> <td></td>							
CUSIP NO	O. 12345A678		13 G	Page 5 of 15			
 <s> 1</s>		NO. OF ABO	OVE PERSON (Entities Only). L.L.C. ("SM V")				
2	CHECK THE APPROPRIATE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b) X					
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE	OF ORGANIZA	ATION				
O	NUMBER OF SHARES BENEFICIALLY WNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 158,295 shares, of which 107,974 shares are owned and 50,321 shares are owned directly by SVPr V. partner of SVA V and SVPr V, may be deemed to he the shares owned directly by SVA V and SVPr V, a Healy, the managing members of SM V, may be deem power to vote these shares.	SM V, the general ave sole voting over and Powell, Azan and			
		6	SHARED VOTING POWER 3,281,905 shares owned directly by SVP V. SM V general partners of SVP V, may be deemed to have over the shares owned directly by SVA V, and Pow the managing members of both SM V and SM V 2005, shared power to vote these shares.	e shared voting power well, Azan and Healy,			
		7	SOLE DISPOSITIVE POWER 158,295 shares, of which 107,974 shares are owned and 50,321 shares are owned directly by SVPr V. partner of SVA V and SVPr V, may be deemed to he power over the shares owned directly by SVA V ar Azan and Healy, the managing members of SM V, may shared power to dispose of these shares.	SM V, the general ave sole dispositive and SVPr V, and Powell,			
		8	SHARED DISPOSITIVE POWER 3,281,905 shares owned directly by SVP V. SM V general partners of SVP V, may be deemed to have power over the shares owned directly by SVA V, a Healy, the managing members of both SM V and SM to have shared power to dispose of these shares.	e shared dispositive and Powell, Azan and V 2005, may be deemed.			

9	AGGREGATE AMOUNT BENE REPORTING PERSON	FICIALLY O	WNED BY EACH	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)					
<pre></pre> <pre></pre> <pre></pre> <pre></pre> <pre></pre>						
CUSIP NO. 1	2345A678		13 G	Page 6 of 15		
<s> 1</s>		NO. OF AB	OVE PERSON (Entities Only). 7 2005 L.L.C. ("SMV 2005")			
 	CHECK THE APPROPRIATE	BOX IF A	MEMBER OF A GROUP (See Instructions) (a)	(b) X		
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE		ATION			
	Delaware					
OWNEI	NUMBER OF SHARES BENEFICIALLY 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. V, the general partners of SVP V, may be deemed to power, and Powell, Azan and Healy, the managing mem and SM V, may be deemed to have shared power to vot	have shared voting abers of SMV 2005 te these shares.		
		7	SOLE DISPOSITIVE POWER 0			
		8	SHARED DISPOSITIVE POWER 3,281,905 shares which are owned directly by SVP V. V, the general partners of SVP V, may be deemed to dispositive power, and Powell, Azan and Healy, the SMV 2005 and SM V, may be deemed to have shared pow these shares.	SMV 2005 and SM have shared managing members of		
9	AGGREGATE AMOUNT BENE	FICIALLY O	WNED BY EACH	3,281,905		
10	CHECK BOX IF THE AGGF EXCLUDES CERTAIN SHAF	ES (See In	NT IN ROW (9)	[]		

11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			8.8%	
12	TYPE OF REPORTING PE	RSON (See	Instructions)		00

	12345A678		13 G		Page 7 of 15
 <s> 1</s>	<c> NAME OF REPORTING SS OR I.R.S. IDENTIF Michael F. Tax ID Numb</c>	<c> ICATION N Powell ("</c>	O. OF ABOVE PERSON		
2	CHECK THE APPROPRIAT		A MEMBER OF A GROUP	(a)	(b) X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE		IZATION		
	U.S. Citizen				
	NUMBER OF SHARES	5	SOLE VOTING POWER 11,250 shares (issuable to Powell exercisable within 60 days of Dece	-	
OWN	BENEFICIALLY ED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 3,440,200 shares, of which 3,281,9 V, 107,974 shares are owned direct owned directly by SVPr V. SM V is SVPr V, and Powell, a managing mer shared power to vote the shares he SMV 2005 are general partners of 6 of both SM V and SMV 2005, may be the shares held by SVP V.	tly by SVA V at the general pomber of SM V, neld by SVA V at SVP V, and Power deemed to have	nd 50,321 shares are artner of SVA V and may be deemed to have nd SVPr V. SM V and ell, a managing member
		7	SOLE DISPOSITIVE POWER 11,250 shares (issuable to Powell exercisable within 60 days of Dece	ember 31, 2005).
		8	SHARED DISPOSITIVE POWER 3,440,200 shares, of which 3,281,5 V, 107,974 shares are owned direct owned directly by SVPr V. SM V is SVPr V, and Powell, a managing mer shared power to dispose of the sha and SMV 2005 are general partners member of both SM V and SMV 2005, to dispose of the shares held by S	the general parties of SM V, and ares held by S of SVP V, and may be deemed SVP V.	nd 50,321 shares are artner of SVA V and may be deemed to have VA V and SVPr V. SM V Powell, a managing to have shared power
 9	AGGREGATE AMOUNT BEN		OWNED BY EACH		
	REPORTING PERSON		BI EACH		3,451,450 shares.
10	CHECK BOX IF THE AGG	RES*	OUNT IN ROW (9)		[]
11	PERCENT OF CLASS REP	RESENTED	BY AMOUNT IN ROW 9		9.3%
 12	TYPE OF REPORTING PE				

<pre></pre>	Ε>				
CUSIP	NO. 12345A678		13 G		Page 8 of 15
 <s></s>	<c></c>	<c></c>			
1	NAME OF REPORTING SS OR I.R.S. IDENTIF Alain L. Az Tax ID Numb	ICATION NO an ("Azan"			
2	CHECK THE APPROPRIAT	E BOX IF A	MEMBER OF A GROUP	(a)	(b) X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE	OF ORGANI:	ZATION		
	U.S. Citizen				
		5	SOLE VOTING POWER		
	NUMBER OF SHARES		0 shares.		
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 3,440,200 shares, of which 3,2 V, 107,974 shares are owned di owned directly by SVPr V. SM V SVPr V, and Azan, a managing m shared power to vote the share SMV 2005 are general partners of both SM V and SMV 2005, may the shares held by SVP V.	rectly by SVA V and is the general paramember of SM V, may as held by SVA V and of SVP V, and Azan,	d 50,321 shares are ther of SVA V and be deemed to have d SVPr V. SM V and a managing member
		7	SOLE DISPOSITIVE POWER 0 shares		
		8	SHARED DISPOSITIVE POWER 3,440,200 shares, of which 3,2 V, 107,974 shares are owned di owned directly by SVPr V. SM V SVPr V, and Azan, a managing m shared power to dispose of the and SMV 2005 are general partm member of both SM V and SMV 20 to dispose of the shares held	rectly by SVA V and is the general paramember of SM V, may e shares held by SVA ers of SVP V, and A 105, may be deemed the by SVP V.	d 50,321 shares are riner of SVA V and be deemed to have A V and SVPr V. SM V Azan, a managing to have shared power
9	AGGREGATE AMOUNT BEN		OWNED BY EACH	3,440),200 shares.
10	CHECK BOX IF THE AGG EXCLUDES CERTAIN SHA	REGATE AMO	UNT IN ROW (9)		[]
11	PERCENT OF CLASS REP	RESENTED B			9.2%
12	TYPE OF REPORTING PE	RSON*			IN
 <td></td> <td></td> <td></td> <td></td> <td></td>					

<TABLE> <CAPTION>

 CUSIP NO.	12345A678			13 G	Page 9 of 15
 <s></s>	<c></c>	<c></c>			
1	NAME OF REPORTING	\C>			
_	SS OR I.R.S. IDENTIF	ICATION NO	O. OF ABOVE PERSON		
	James I. Healy, M.D.	, Ph.D. ("	Healy")		
	Tax ID Numb	er:			
2	CHECK THE APPROPRIAT		MEMBED OF A CDOUD		
_	CHECK THE MITHORNIA	b box ii 7	THEFIDER OF 71 GROOT	(;	a) (b) X
3	SEC USE ONLY				
4	CITIZENSHIP OR PLACE	OF ORGANI	ZATION		
	U.S. Citizen				
		5	SOLE VOTING POWER		
			0 shares.		
	NUMBER OF				
	SHARES				
	DEMERICIALLY	6	SHARED VOTING POWER		
∩WN	BENEFICIALLY ED BY EACH REPORTING	O			ares are owned directly by SVP
OWIN	PERSON				SVA V and 50,321 shares are
	WITH				eneral partner of SVA V and
					f SM V, may be deemed to have
					SVA V and SVPr V. SM V and
					and Healey, a managing member
					d to have shared power to vote
			the shares held by		
		7	SOLE DISPOSITIVE PO	MED	
		,	0 shares	NER	
		8	SHARED DISPOSITIVE		
					ares are owned directly by SVP
					SVA V and 50,321 shares are
					eneral partner of SVA V and
					f SM V, may be deemed to have eld by SVA V and SVPr V. SM V
					P V, and Healey, a managing
					e deemed to have shared power
				hares held by SVP V.	-
9	AGGREGATE AMOUNT BEN	PPTCTATTV	OMNED BA EYOR		
9	REPORTING PERSON	EFICIALLI	OWNED BI EACH		3,440,200 shares.
10	CHECK BOX IF THE AGG		DUNT IN ROW (9)		
	EXCLUDES CERTAIN SHA	RES* 			[]
11	PERCENT OF CLASS REP	RESENTED E	BY AMOUNT IN ROW 9		
					9.2%
1.0	WVDD 00 0000	D.G.O.Y.			
12	TYPE OF REPORTING PE	KSUN*			TM
					IN

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| | 12345A678 | | | ge 10 of 15 | |

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.I.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:

- (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.

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.

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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

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

/s/ James I. Healy -----

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

/s/ James I. Healy _____ James I. Healy, Member

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

/s/ James I. Healy _____ 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)

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Found on Sequentially Numbered Page _____

Exhibit

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. /s/ James I. Healey
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. By Sofinnova Management V, L.L.C.

_____ Its General Partner James I. Healy, Member

Sofinnova Venture Principals V, L.P. By Sofinnova Management V, L.L.C.

-----Its General Partner James I. Healy, Member

Michael F. Powell

/s/ Michael F. Powell -----Michael F. Powell

/s/ James I. Healey

/s/ James I. Healey

Alain L. Azan

/s/ Alain L. Azan _____ Alain L. Azan

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

/s/ James I. Healey -----James I. Healey

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