UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

OMB APPROVAL
OMB Number:
3235-0145
Expires:
February 28, 2009
Estimated average burden hours
per response. . 10.4

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

| | | Threshold Pharmaceuticals, Inc. | |
|--|---|--|--|
| | | (Name of Issuer) | |
| | | Common Stock | |
| | | (Title of Class of Securities) | |
| | | 885807107 | |
| | | (CUSIP Number) | |
| | | December 31, 2006 | |
| | | (Date of Event Which Requires Filing of this Statement) | |
| Check the ann | ropriate hoy to designate | the rule pursuant to which this Schedule is filed: | |
| | Rule 13d-1(b) | and the parsuant to which and something is men | |
| | Rule 13d-1(c) | | |
| X | Rule 13d-1(d) | | |
| subse | equent amendment contai | 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 ning information which would alter the disclosures provided in a prior cover page. 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). | |
| CUSIP No. 88 | 85807107 | | |
| | | | |
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Sutter Hill Ventures, A California Limited Partnership 77-0287059 | | |
| 2. | Charle the Appropriate | Box if a Member of a Group (See Instructions) | |
| ۷. | _ | Box if a Methoef of a Group (See historichis) | |
| | | | |
| | (b) 🗵 | | |
| 3. | SEC Use Only | | |
| 4. | 4. Citizenship or Place of Organization California, USA | | |
| | 5. | Sole Voting Power 2,339,875 | |
| Number of Shares Beneficially | 6. | Shared Voting Power | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 2,339,875 | |
| | 8. | Shared Dispositive Power | |
| | | | |

| 10. | Check if the Aggregate Amount in Row (9) Excitudes Certain Shares (see instructions) | | |
|-------------------------------------|---|--|--|
| 11. | Percent of Class Represented by Amount in Row (9) 6.3% | | |
| 12. | . Type of Reporting Person (See Instructions) PN | | |
| | | | |
| | | 2 | |
| | | | |
| CUSIP No. 88 | 35807107 | | |
| 1. | Names of Reportin Sutter Hill Entrepo | ng Persons. I.R.S. Identification Nos. of above persons (entities only) reneurs Fund (AI), L.P. 94-3338942 | |
| 2. | | oriate Box if a Member of a Group (See Instructions) □ | |
| | (b) | | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization California, USA | | |
| | 5. | Sole Voting Power 23,762 | |
| Number of Shares Beneficially | 6. | Shared Voting Power | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 23,762 | |
| | 8. | Shared Dispositive Power | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 23,762 | | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ | | |
| 11. | Percent of Class R 0.1% | Represented by Amount in Row (9) | |
| 12. | Type of Reporting PN | g Person (See Instructions) | |
| | | | |

| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Sutter Hill Entrepreneurs Fund (QP), L.P. 94-3338941 | | |
|-------------------------------------|--|---|---|
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | | |
| | (a) | | |
| | (b) | \boxtimes | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or F California, USA | Place of Organization | |
| | 5. | Sole Voting Power 60,170 | |
| Number of Shares Beneficially | 6. | Shared Voting Power | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 60,170 | |
| | 8. | Shared Dispositive Power | |
| 9. | Aggregate Amo | ount Beneficially Owned by Each Reporting Person | |
| 10. | Check if the Ag | agregate Amount in Row (9) Excludes Certain Shares (See Instructions) | |
| 11. | Percent of Class 0.2% | s Represented by Amount in Row (9) | |
| 12. | Type of Reporting Person (See Instructions) PN | | |
| | | 4 | |
| | | * | - |
| | | | |
| CUSIP No. 88 | 35807107 | | _ |
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) David L. Anderson | | |
| 2. | Check the Appr | ropriate Box if a Member of a Group (See Instructions) | |
| | (b) | | _ |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization USA | | |

| | 5. | Sole Voting Power 107,614* | | | |
|--|---|---|--|--|--|
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | | | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 107,614* | | | |
| | 8. | Shared Dispositive Power 2,423,807** | | | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,531,421 | | | | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ | | | | |
| 11. | Percent of Class Rep 6.8% | resented by Amount in Row (9) | | | |
| 12. | Type of Reporting Po | erson (See Instructions) | | | |
| which the | reporting person is a M | es, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of lanaging Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the rest in the partnerships. | | | |
| CUSIP No. 88 | 35807107 | | | | |
| 1. | Names of Reporting G. Leonard Baker, Jr | Persons. I.R.S. Identification Nos. of above persons (entities only) | | | |
| 2. | Check the Appropria | te Box if a Member of a Group (See Instructions) | | | |
| | (b) 🗵 | | | | |
| 3. | SEC Use Only | | | | |
| 4. | Citizenship or Place of Organization USA | | | | |
| | 5. | Sole Voting Power 134,640* | | | |
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | | | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 134,640* | | | |
| | 8. | Shared Dispositive Power 2,423,807** | | | |

| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,558,447 | | | |
|--|---|---|--|--|
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ | | | |
| 11. | Percent of Class Rep 6.8% | resented by Amount in Row (9) | | |
| 12. | Type of Reporting Person (See Instructions) IN | | | |
| reporting p | 7,526 shares held in The person is a General Part interest in the trust and | he Baker Revocable Trust of which the reporting person is a trustee and 54,073 shares held by Saunders Holdings, L.P. of which the ther. The reporting person disclaims beneficial ownership of the trust's and the partnership's shares except as to the reporting person's the partnership. | | |
| which the | reporting person is a M | es, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of lanaging Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the rest in the partnerships. | | |
| | | 6 | | |
| | | | | |
| CUSIP No. 88 | 35807107 | | | |
| 1. | Names of Reporting William H. Younger, | Persons. I.R.S. Identification Nos. of above persons (entities only) Jr. | | |
| 2. | Check the Appropria | te Box if a Member of a Group (See Instructions) | | |
| | (b) 🗵 | | | |
| 3. | SEC Use Only | | | |
| 4. | Citizenship or Place of Organization USA | | | |
| | 5. | Sole Voting Power 176,848* | | |
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 176,848* | | |
| | 8. | Shared Dispositive Power 2,423,807** | | |
| 9. | Aggregate Amount E | Beneficially Owned by Each Reporting Person | | |
| 10. | Check if the Aggrega | ate Amount in Row (9) Excludes Certain Shares (See Instructions) | | |
| 11. | Percent of Class Represented by Amount in Row (9) 7.0% | | | |

| 12. | Type of Repor | ting Person (See Instructions) | |
|--|--|--|--|
| person and | d 14,718 shares of | d in The Younger Living Trust of which the reporting person is the trustee, 92,531 shares held by a retirement trust for the benefit of the reporting wined by the children of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting in the trusts. The reporting person disclaims beneficial ownership of the children's shares. | |
| which the | reporting persor | Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the ry interest in the partnerships. | |
| | | 7 | |
| | | | |
| CUSIP No. 8 | 85807107 | | |
| 1. | Names of Rep Tench Coxe | orting Persons. I.R.S. Identification Nos. of above persons (entities only) | |
| 2. | Check the App | propriate Box if a Member of a Group (See Instructions) | |
| | (a) | | |
| | (b) | | |
| 3. | SEC Use Only | , | |
| 4. | Citizenship or USA | Place of Organization | |
| | 5. | Sole Voting Power 281,819* | |
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 281,819* | |
| | 8. | Shared Dispositive Power 2,423,807** | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,705,626 | | |
| 10. | Check if the A | ggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | |
| 11. | Percent of Cla | ss Represented by Amount in Row (9) | |

12.

Type of Reporting Person (See Instructions)

^{*} Includes 262,650 shares held in The Coxe Revocable Trust of which the reporting person is a trustee and 19,169 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.

^{**} Shares held by Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of which the reporting person is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.

| CUSIP No. 8 | 85807107 | | |
|--|--|---|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) Gregory P. Sands | | |
| 2. | 2. Check the Appropriate Box if a Member of a Group (See Instructions)(a) □ | | |
| | (b) | | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization USA | | |
| | 5. | Sole Voting Power 45,332* | |
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 45,332* | |
| | 8. | Shared Dispositive Power 2,423,807** | |
| 9. | Aggregate Amo | ount Beneficially Owned by Each Reporting Person | |
| 10. | Check if the Ag | ggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | |
| 11. | Percent of Clas | s Represented by Amount in Row (9) | |
| 12. | Type of Report | ing Person (See Instructions) | |
| Sands Chareporting p | aritable Remainde person's pecuniar | in the Gregory P. and Sarah J.D. Sands Trust Agreement of which the reporting person is a trustee and 24,084 shares held in the Gregory P. or Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the trusts' shares except as to the y interest in the trusts. Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of | |
| which the | reporting person | is a Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the y interest in the partnerships. | |
| | | 9 | |
| CUSIP No. 8 | 85807107 | | |
| 1. | Names of Repo | orting Persons. I.R.S. Identification Nos. of above persons (entities only) er | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) | | |

| | (b) [2 | ${f S}$ | |
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| | <u> </u> | | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place USA | e of Organization | |
| | 5. | Sole Voting Power 45,332* | |
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 45,332* | |
| | 8. | Shared Dispositive Power 2,423,807** | |
| 9. | Aggregate Amount 2,469,139 | Beneficially Owned by Each Reporting Person | |
| 10. | Check if the Aggre | gate Amount in Row (9) Excludes Certain Shares (See Instructions) | |
| 11. | Percent of Class Re 6.6% | epresented by Amount in Row (9) | |
| 12. | Type of Reporting IN | Person (See Instructions) | |
| partnership ** Shares held which the n | 's shares except as to by Sutter Hill Venture porting person is a | Tallack Partners, L.P. of which the reporting person is the General Partner. The reporting person disclaims beneficial ownership of the othe reporting person's pecuniary interest in the partnership. ares, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the terest in the partnerships. | |
| | | 10 | |
| CUSIP No. 88 | 35807107 | | |
| 1. | Names of Reporting James N. White | g Persons. I.R.S. Identification Nos. of above persons (entities only) | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) | | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place USA | e of Organization | |

| | 5. | Sole Voting Power 24,461* | | |
|--|---|---|--|--|
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 24,461* | | |
| | 8. | Shared Dispositive Power 2,423,807** | | |
| 9. | Aggregate Amount 2,448,268 | Beneficially Owned by Each Reporting Person | | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ | | | |
| 11. | Percent of Class Re 6.6% | presented by Amount in Row (9) | | |
| 12. | Type of Reporting I | Person (See Instructions) | | |
| reporting p | erson's pecuniary int | Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the erest in the partnerships. 11 | | |
| 1. | Names of Reporting Jeffrey W. Bird | g Persons. I.R.S. Identification Nos. of above persons (entities only) | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b) | | | |
| 3. | SEC Use Only | | | |
| 4. | Citizenship or Place of Organization USA | | | |
| | 5. | Sole Voting Power 70,968* | | |
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 70,968* | | |
| | 8. | Shared Dispositive Power 2,423,807** | | |

| 9. | Aggregate Amount 2,494,775 | Beneficially Owned by Each Reporting Person | |
|--|---|---|--|
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) □ | | |
| 11. | 6.7% | epresented by Amount in Row (9) | |
| 12. | n., | Person (See Instructions) | |
| * Includes 65 the benefit trusts. | 5,449 shares held in J of the reporting person | reffrey W. and Christina R. Bird Trust Agreement of which the reporting person is a trustee and 5,519 shares held by a retirement trust for on. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the | |
| ** Shares held which the | reporting person is a | ures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P., each of Managing Director of the General Partner. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the terest in the partnerships. | |
| | | 12 | |
| | | | |
| | | | |
| CUSIP No. 88 | 35807107 | | |
| 1. | Names of Reporting David E. Sweet | g Persons. I.R.S. Identification Nos. of above persons (entities only) | |
| 2. | Check the Appropri | iate Box if a Member of a Group (See Instructions) | |
| | (b) <u>D</u> | | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place USA | e of Organization | |
| | 5. | Sole Voting Power 34,402* | |
| Number of Shares Beneficially | 6. | Shared Voting Power 2,423,807** | |
| Owned by Each Reporting Person With | 7. | Sole Dispositive Power 34,402* | |
| | 8. | Shared Dispositive Power 2,423,807** | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 2,458,209 | | |
| 10. | Check if the Aggre | gate Amount in Row (9) Excludes Certain Shares (See Instructions) | |
| 11. | Percent of Class Re | epresented by Amount in Row (9) | |
| 12. | Type of Reporting IN | Person (See Instructions) | |

| (a) Name of Issuer Threshold Pharmaceuticals, Inc. (b) Address of Issuer's Principal Executive Offices 1300 Seaport Boulevard, Redwood City, CA 94063 Item 2. (a) Name of Person Filing Exhibit A is hereby incorporated by reference (b) Address of Principal Business Office or, if none, Residence See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 | | | |
|---|--|------------------|-------|
| (a) Name of Issuer Threshold Pharmaceuticals, Inc. (b) Address of Issuer's Principal Executive Offices 1300 Seaport Boulevard, Redwood City, CA 94063 Item 2. (a) Name of Person Filing Exhibit A is hereby incorporated by reference (b) Address of Principal Business Office or, if none, Residence See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal part of the Act (15 U.S.C. 780). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 8 of the Investment Company Act of (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(E); (f) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance (15 U.S.C. 80a-3); (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | | |
| Threshold Pharmaceuticals, Inc. (b) Address of Issuer's Principal Executive Offices 1300 Seaport Boulevard, Redwood City, CA 94063 Item 2. (a) Name of Person Filing Exhibit A is hereby incorporated by reference (b) Address of Principal Business Office or, if none, Residence See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78o). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 3 of the Investment Company Act of Bank and Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(i) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance of 15 U.S.C. 80a-3); (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | • | |
| Threshold Pharmaceuticals, Inc. (b) Address of Issuer's Principal Executive Offices 1300 Seaport Boulevard, Redwood City, CA 94063 Item 2. (a) Name of Person Filing Exhibit A is hereby incorporated by reference (b) Address of Principal Business Office or, if none, Residence See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78o). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 3 of the Investment Company Act of Bank and Investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(i) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance of 15 U.S.C. 80a-3); (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | | em 1. |
| ttem 2. (a) Name of Person Filing Exhibit A is hereby incorporated by reference (b) Address of Principal Business Office or, if none, Residence See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person of the per | | | |
| Item 2. (a) Name of Person Filing Exhibit A is hereby incorporated by reference (b) Address of Principal Business Office or, if none, Residence See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 Item 3. If this statement is filed pursuant to §\$240.13d-1(b) or 240.13d-2(b) or (e), check whether the personance of the p | | (b) Addres | |
| (a) Name of Person Filing Exhibit A is hereby incorporated by reference (b) Address of Principal Business Office or, if none, Residence See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to section 15 of the Act (15 U.S.C. 78o). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 8 of the Investment Company Act of (a) Investment company registered under section 8 of the Investment Company Act of (b) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(E); (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(E); (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance A (ii) A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | 1300 5 | |
| Exhibit A is hereby incorporated by reference (b) Address of Principal Business Office or, if none, Residence See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 It this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personant statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personant statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personant statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personant statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personant statement is filed pursuant to §§240.13d-1(b) or (c), check whether the personant statement is filed pursuant to §§240.13d-1(b) or (c), check whether the personant statement is filed pursuant to §§240.13d-1(b) or (c), check whether the personant statement statement is filed pursuant to §§240.13d-1(b) or (c), check whether the personant statement state | | | em 2. |
| See Exhibit A (c) Citizenship See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 640.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 640.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 640.15 U.S.C. 78e). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78e). (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78e). (d) Investment company registered under section 8 of the Investment Company Act of 640.13d-1(b)(1)(ii)(E); (f) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(I)(I)(I)(I)(I)(I)(I)(I)(I)(I)(I)(I)(I) | | | |
| See Exhibit A (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal statement is filed pursuant to §§240.13d-1(b) or the Act (15 U.S.C. 78o). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) Investment company registered under section 8 of the Investment Company Act of (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1) (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(i) (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance (i) A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | | |
| (d) Title of Class of Securities Common Stock (e) CUSIP Number 885807107 Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal following company as defined in section 15 of the Act (15 U.S.C. 78o). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) Investment company registered under section 8 of the Investment Company Act of (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(E); (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(E); (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance (i) A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | | |
| CUSIP Number 885807107 | | (d) Title of | |
| Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the personal content of the Act (15 U.S.C. 78o). (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) Investment company registered under section 8 of the Investment Company Act of (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(g) (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(i)(i) (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance 4 (i) A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | (e) CUSIP | |
| Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) Investment company registered under section 8 of the Investment Company Act of (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1) (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii) (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Accordance with §240.13d-1(b)(1)(ii) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | 885807 | |
| (b) □ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) □ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) □ Investment company registered under section 8 of the Investment Company Act of (e) □ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) □ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1) (g) □ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii) (h) □ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance (15 U.S.C. 80a-3); (j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J). | on filing is a: | If this statemer | em 3. |
| (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) ☐ Investment company registered under section 8 of the Investment Company Act of (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1) (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii) (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | (a) | |
| (d) □ Investment company registered under section 8 of the Investment Company Act of (e) □ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) □ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1) (g) □ A parent holding company or control person in accordance with § 240.13d-1(b)(1)((h) □ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | (b) 🗆 | |
| (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1) (g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(1) (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | (c) | |
| (f) □ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1) (g) □ A parent holding company or control person in accordance with § 240.13d-1(b)(1)((h) □ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance A (i) □ A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J). | 1940 (15 U.S.C 80a-8). | (d) | |
| (g) □ A parent holding company or control person in accordance with § 240.13d-1(b)(1)((h) □ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance A (i) □ A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) □ Group, in accordance with §240.13d-1(b)(1)(ii)(J). | | (e) | |
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| (i) ☐ A church plan that is excluded from the definition of an investment company under (15 U.S.C. 80a-3); (j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J). | (ii)(G); | (g) | |
| (15 U.S.C. 80a-3); (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J). | Act (12 U.S.C. 1813); | (h) | |
| • | r section 3(c)(14) of the Investment Company Act of 1940 | | |
| N/A | | (j) 🗆 | |
| | | N/A | |
| | | | |
| 14 | | | |
| | | | |

| | (b) | | of class: hibit A which is hereby incorporated by reference and related pages 2 to 13 | | |
|--------------------------|----------|-------------|--|--|--|
| | (c) | Number | er of shares as to which the person has: | | |
| | | (i) | Sole power to vote or to direct the vote *** | | |
| | | (ii) | Shared power to vote or to direct the vote *** | | |
| | | (iii) | Sole power to dispose or to direct the disposition of *** | | |
| | | (iv) | Shared power to dispose or to direct the disposition of *** | | |
| Managing Direc | tors of | the Genera | y incorporated by reference and related pages 2 to 13. Messrs. Anderson, Baker, Younger, Coxe, Sands, Gaither, White, Bird and Sweet are al Partner of Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs e the voting and disposition powers over the shares held by the partnerships. | | |
| Item 5. | Owne | rship of F | ive Percent or Less of a Class | | |
| securities, chec | | | 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 \Box . | | |
| N/A Item 6. | Owne | ership of N | More than Five Percent on Behalf of Another Person | | |
| N/A | 0 | Tomp of I | 100 mm 2 1 0 2 0 0 mm 0 2 1 m 0 m 2 0 0 m 10 10 10 10 10 10 10 10 10 10 10 10 10 | | |
| Item 7. N/A | Identi | fication a | nd Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person | | |
| Item 8. See Exhibit A | Identi | fication a | nd Classification of Members of the Group | | |
| Item 9. | Notic | e of Disso | lution of Group | | |
| Item 10. N/A | Certif | ication | | | |
| | | | 15 | | |
| | | | | | |
| A fter reasonable | e inquir | y and to th | Signature e best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. | | |
| rousonaore | quir | , 10 11 | 2/8/2007 | | |
| | | | Date | | |
| | | | Sutter Hill Ventures, A California Limited Partnership | | |
| | | | /s/ Jeffrey W. Bird Signature | | |
| | | | Jeffrey W. Bird Managing Director of the General Partner | | |
| | | | Name/Title Sutter Hill Entrepreneurs Fund (AI), L.P. | | |
| | | | /s/ Jeffrey W. Bird | | |
| | | | Signature | | |

| Jeffrey W. Bird | | | | | |
|---|--|--|--|--|--|
| Managing Director of the General Partner | | | | | |
| Name/Title | | | | | |
| | | | | | |
| Sutter Hill Entrepreneurs Fund (QP), L.P. | | | | | |
| /s/ Jeffrey W. Bird | | | | | |
| Signature | | | | | |
| Signature | | | | | |
| Jeffrey W. Bird | | | | | |
| Managing Director of the General Partner | | | | | |
| Name/Title | | | | | |
| (17.117.4.1 | | | | | |
| /s/ David L. Anderson | | | | | |
| Signature | | | | | |
| /s/ G. Leonard Baker, Jr. | | | | | |
| Signature | | | | | |
| Signature | | | | | |
| /s/ William H. Younger, Jr. | | | | | |
| Signature | | | | | |
| | | | | | |
| /s/ Tench Coxe | | | | | |
| Signature | | | | | |
| /s/ Gregory P. Sands | | | | | |
| Signature | | | | | |
| ~- g | | | | | |
| /s/ James C. Gaither | | | | | |
| Signature | | | | | |
| | | | | | |
| /s/ James N. White | | | | | |
| Signature | | | | | |
| /s/ Jeffrey W. Bird | | | | | |
| Signature | | | | | |
| ē . | | | | | |
| /s/ David E. Sweet | | | | | |
| Ciamatuus | | | | | |

Signature

16

EXHIBIT A TO SCHEDULE 13G - THRESHOLD PHARMACEUTICALS, INC.

| EXHIBIT A TO SCHEDULE 13G - THRESHOLD PHARMACEUTICALS, INC. | | | | | | |
|---|---|----------------|-----------|--------|--------------|--|
| | Aggregate Number of Shares Beneficially Owned | | | | % of | |
| Name of Originator | <u>Individual</u> | ares Denement, | Aggregate | | Total Shares | |
| Sutter Hill Ventures, A California Limited Partnership | 2,339,875 | | | | 6.3% | |
| Sutter Hill Entrepreneurs Fund (AI), L.P. | 23,762 | | | | 0.1% | |
| Sutter Hill Entrepreneurs Fund (QP), L.P. | 60,170 | | | | 0.2% | |
| David L. Anderson | 107,614 | Note 2 | | | 0.3% | |
| | | | 2,531,421 | Note 1 | 6.8% | |
| G. Leonard Baker, Jr. | 134,640 | Note 3 | | | 0.4% | |
| | | | 2,558,447 | Note 1 | 6.8% | |
| William H. Younger, Jr. | 176,848 | Note 4 | | | 0.5% | |
| | | | 2,600,655 | Note 1 | 7.0% | |
| Tench Coxe | 281,819 | Note 5 | | | 0.8% | |
| | | | 2,705,626 | Note 1 | 7.2% | |
| Gregory P. Sands | 45,332 | Note 6 | | | 0.1% | |
| | | | 2,469,139 | Note 1 | 6.6% | |
| James C. Gaither | 45,332 | Note 7 | | | 0.1% | |
| | | | 2,469,139 | Note 1 | 6.6% | |
| James N. White | 24,461 | Note 8 | | | 0.1% | |
| | | | 2,448,268 | Note 1 | 6.6% | |
| Jeffrey W. Bird | 70,968 | Note 9 | | | 0.2% | |
| | | | 2,494,775 | Note 1 | 6.7% | |
| David E. Sweet | 34,402 | Note 10 | | | 0.1% | |
| | | | 2,458,209 | Note 1 | 6.6% | |

The address for all of the above is: 755 Page Mill Road, Suite A-200, Palo Alto, CA 94304

The partnerships are organized in California. The individuals are all U.S. citizens and residents.

None of the above has been convicted in any criminal proceedings nor have they been subject to judgments, decrees, or final orders enjoining future violations of Federal or State securities laws.

All of the parties are individuals or entities in the venture capital business.

- Note 1: Includes individual shares plus all shares held by the following partnerships in which the reporting person is a Managing Director of the General Partner: Sutter Hill Ventures, A California Limited Partnership, Sutter Hill Entrepreneurs Fund (AI), L.P. and Sutter Hill Entrepreneurs Fund (QP), L.P. The reporting person disclaims beneficial ownership of these partnerships' shares except as to the reporting person's pecuniary interest in the partnerships.
- Note 2: Includes 31,689 shares held in The Anderson Living Trust of which the reporting person is the trustee, 50,925 shares held by a retirement trust for the benefit of the reporting person and 25,000 shares held by Anvest, L.P. of which the reporting person is the General Partner. The reporting person disclaims beneficial ownership of the trusts' and the partnership's shares except as to the reporting person's pecuniary interest in the trusts and the partnership.
- Note 3: Includes 57,526 shares held in The Baker Revocable Trust of which the reporting person is a trustee and 54,073 shares held by Saunders Holdings, L.P. of which the reporting person is a General Partner. The reporting person disclaims beneficial ownership of the trust's and the partnership's shares except as to the reporting person's pecuniary interest in the trust and the partnership.
- Note 4: Includes 69,599 shares held in The Younger Living Trust of which the reporting person is the trustee, 92,531 shares held by a retirement trust for the benefit of the reporting person and 14,718 shares owned by the children of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts. The reporting person disclaims beneficial ownership of the children's shares.
- Note 5: Includes 262,650 shares held in The Coxe Revocable Trust of which the reporting person is a trustee and 19,169 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.
- Note 6: Includes 1,499 shares held in the Gregory P. and Sarah J.D. Sands Trust Agreement of which the reporting person is a trustee and 24,084 shares held in the Gregory P. Sands Charitable Remainder Unitrust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts.
- Note 7: Includes 19,749 shares held by Tallack Partners, L.P. of which the reporting person is the General Partner. The reporting person disclaims beneficial ownership of the partnership's shares except as to the reporting person's pecuniary interest in the partnership.
- Note 8: Shares are held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of these shares except as to the reporting person's pecuniary interest in the trust.
- Note 9: Includes 65,449 shares held in the Jeffrey W. and Christina R. Bird Trust Agreement of which the reporting person is a trustee and 5,519 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trusts' shares except as to the reporting person's pecuniary interest in the trusts
- Note 10: Includes 25,231 shares held by a retirement trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of the trust's shares except as to the reporting person's pecuniary interest in the trust.