

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) | _ |

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

5.33%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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Page 2 of 8 Pages

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CUSIP No. 885807107 13G Page 3 of 8 Pages
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1. NAMES OR REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

James H. Simons

2. CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) | _ |
(b) | _ |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

1,990,528

NUMBER OF
SHARES
BENEFICIALLY

6. SHARED VOTING POWER

0

OWNED BY
EACH
REPORTING
PERSON
WITH

7. SOLE DISPOSITIVE POWER

1,990,528

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,990,528

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) | _ |

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IN

Page 3 of 8 Pages

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CUSIP No. 885807107 13G Page 4 of 8 Pages
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Item 1.

(a) Name of Issuer.

THRESHOLD PHARMACEUTICALS, INC.

(b) Address of Issuer's Principal Executive Offices.

1300 Seaport Boulevard

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.

Certain funds and accounts managed by RTC have the right to receive dividends and proceeds from the sale of the securities which are the subject of this report.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Page 6 of 8 Pages

Item 10. 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.

Date: February 12, 2008

/s/ James H. Simons

James H. Simons

Renaissance Technologies LLC

By: /s/ Mark Silber

Mark Silber
Executive Vice President

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

Page 7 of 8 Pages

EXHIBIT 99.1

AGREEMENT REGARDING JOINT FILING UNDER
UNDER RULE 13D-1(K) OF THE EXCHANGE ACT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned agrees to the filing on behalf of each of a Statement on Schedule 13G, and all amendments thereto, with respect to the shares of Common Stock, \$0.001 par value of THRESHOLD PHARMACEUTICALS, INC.

Date: February 12, 2008

/s/ James H. Simons

James H. Simons

Renaissance Technologies LLC

By: /s/ Mark Silber

Mark Silber
Executive Vice President