

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-14** | Period of Report: **2013-01-14**
SEC Accession No. [0001181431-13-003145](#)

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ISSUER

Celator Pharmaceuticals Inc

CIK: [1327467](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address

303B COLLEGE ROAD EAST
PRINCETON NJ 08540

Business Address

303B COLLEGE ROAD EAST
PRINCETON NJ 08540
(609) 243-0123

REPORTING OWNER

Thomas, McNerney & Partners II L.P.

CIK: [1369574](#)
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13529006**

Mailing Address

60 SOUTH SIXTH STREET
SUITE 3620
MINNEAPOLIS MN 55402

Business Address

60 SOUTH SIXTH STREET
SUITE 3620
MINNEAPOLIS MN 55402
612-456-8660

TMP Associates II LP

CIK: [1383035](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13529004**

Mailing Address

60 SOUTH SIXTH ST STE
3620
MINNEAPOLIS MN 55402

Business Address

60 SOUTH SIXTH ST STE
3620
MINNEAPOLIS MN 55402
612-465-8671

TMP Nominee II, LLC

CIK: [1436054](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13529003**

Mailing Address

60 S. SIXTH STREET
SUITE 3620
MINNEAPOLIS MN 55402

Business Address

60 S. SIXTH STREET
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MINNEAPOLIS MN 55402
612-465-8671

Thomas, McNerney & Partners II, LLC

CIK: [1505930](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13529005**

Mailing Address

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FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section
17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the
Investment Company Act of 1940

<p>1. Name and Address of Reporting Person</p> <p><u>Thomas, McNerney & Partners II</u> <u>L.P.</u></p> <p>(Last) (First) (Middle)</p> <p><u>C/O THOMAS, MCNERNEY & PARTNERS, 60 SOUTH SIXTH STREET, SUITE 3620</u></p> <p>(Street)</p> <p><u>MINNEAPOLIS, MN 55402</u></p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/ Year)</p> <p><u>01/14/2013</u></p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p><u>Celator Pharmaceuticals Inc [NONE]</u></p>
		<p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>____ Director <input checked="" type="checkbox"/> 10% Owner</p> <p>____ Officer (give title below) ____ Other (specify below)</p>
		<p>5. If Amendment, Date Original Filed (Month/Day/Year)</p>
		<p>6. Individual or Joint/Group Filing (Check applicable line)</p> <p>____ Form Filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form Filed by More than One Reporting Person</p>

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,159,316	D ⁽¹⁾	
Common Stock	22,551	I ⁽²⁾	By TMP Nominee II
Common Stock	7,723	I ⁽³⁾	By TMP Associates II

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/ Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants (right to buy)	(4)	08/28/2019	Common Stock	52,933	\$5.21	D ⁽¹⁾	
Warrants (right to buy)	(4)	08/28/2019	Common Stock	553	\$5.21	I ⁽²⁾	By TMP Nominee II
Warrants (right to buy)	(4)	08/28/2019	Common Stock	194	\$5.21	I ⁽³⁾	By TMP Associates II

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas, McNerney & Partners II L.P. C/O THOMAS, MCNERNEY & PARTNERS 60 SOUTH SIXTH STREET, SUITE 3620 MINNEAPOLIS, MN 55402		X		
Thomas, McNerney & Partners II, LLC C/O THOMAS, MCNERNEY & PARTNERS 60 SOUTH SIXTH STREET, SUITE 3620 MINNEAPOLIS, MN 55402		X		
TMP Associates II LP C/O THOMAS, MCNERNEY & PARTNERS 60 SOUTH SIXTH STREET, SUITE 3620 MINNEAPOLIS, MN 55402		X		
TMP Nominee II, LLC C/O THOMAS, MCNERNEY & PARTNERS 60 SOUTH SIXTH STREET, SUITE 3620 MINNEAPOLIS, MN 55402		X		

Explanation of Responses:

1. These securities are owned of record by Thomas, McNerney & Partners II, L.P. ("TMP II LP"). Thomas, McNerney & Partners II, LLC ("TMP II LLC") is the general partner of TMP II LP and has shared voting and dispositive power of the securities held by TMP II LP, but TMP II LLC disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. James E. Thomas, Alex Zisson, Pratik Shah and Eric Aguiar are the managers of TMP II LLC. Accordingly they may be deemed to share beneficial ownership of such shares, although each of them disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
2. These securities are owned of record by TMP Nominee II, LLC ("TMP Nominee II"). James E. Thomas is a manager of TMP Nominee II having shared voting and dispositive power over these securities and he disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
3. These securities are owned of record by TMP Associates II L.P. ("TMP Associates II"). TMP II LLC is the general partner of TMP Associates II and has shared voting and dispositive power of the securities held by TMP Associates II, but TMP II LLC disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. James E. Thomas, Alex Zisson, Pratik Shah and Eric Aguiar are the managers of TMP II LLC. Accordingly they may be deemed to share beneficial ownership of such shares, although each of them disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.
4. These warrants are fully exercisable.

Signatures

/s/ James E. Thomas, Manager for THOMAS, MCNERNEY & PARTNERS II, L.P., By: Thomas, McNerney & Partners II, LLC, its General Partner	01/14/2013
/s/ James E. Thomas, Manager for THOMAS, MCNERNEY & PARTNERS II, LLC	01/14/2013
/s/ James E. Thomas, Manager for TMP ASSOCIATES II, L.P., By: Thomas, McNerney & Partners II, LLC, its General Partner	01/14/2013
/s/ James E. Thomas, Manager for TMP NOMINEE II, LLC	01/14/2013
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.