

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **2013-01-28**  
SEC Accession No. [0001193125-13-026306](#)

(HTML Version on [secdatabase.com](#))

### SUBJECT COMPANY

#### **KYTHERA BIOPHARMACEUTICALS INC**

CIK: [1436304](#) | IRS No.: **000000000** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G** | Act: **34** | File No.: **005-87021** | Film No.: **13552488**  
SIC: **2834** Pharmaceutical preparations

Mailing Address	Business Address
27200 WEST AGOURA ROAD SUITE 200 CALABASAS CA 91301	27200 WEST AGOURA ROAD SUITE 200 CALABASAS CA 91301 818-587-4500

### FILED BY

#### **Prospect Venture Partners III L P**

CIK: [1311490](#) | IRS No.: **000000000**  
Type: **SC 13G**

Mailing Address	Business Address
435 TASSO ST SUITE 200 PALO ALTO CA 94301	435 TASSO ST SUITE 200 PALO ALTO CA 94301 650-327-8800

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**SCHEDULE 13G**

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. )\*

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**KYTHERA Biopharmaceuticals, Inc.**

(Name of Issuer)

Common Stock, par value \$0.00001 per share

(Title of Class of Securities)

501570 10 5

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of This Statement)

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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 the disclosures provided in a prior cover page.

The information required in 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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1.	Names of Reporting Persons <b>Prospect Venture Partners III, L.P.</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization <b>Delaware, United States of America</b>	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>1,914,566 (2)</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>1,914,566 (2)</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>1,914,566 (2)</b>	
10.	Check 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 <b>10.5% (3)</b>	
12.	Type of Reporting Person (see instructions) <b>PN</b>	

- (1) This statement on Schedule 13G is filed by Prospect Venture Partners III, L.P., a Delaware limited partnership (“PVP III”) and Prospect Management Co. III, L.L.C., a Delaware limited liability company (“PMC III,” together with PVP III, the “Reporting Persons”). The Reporting Persons expressly disclaim status as a “group” for purposes of this Schedule 13G.
- (2) The shares are owned by PVP III. PMC III serves as the sole general partner of PVP III. As such, PMC III possesses power to direct the voting and disposition of the shares owned by PVP III and may be deemed to have indirect beneficial ownership of the shares held by PVP III. PMC III owns no securities of the Issuer directly. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2012.
- (3) This percentage is calculated based upon 18,211,491 shares of the Common Stock outstanding as of November 5, 2012 as set forth in the Issuer’s most recent Form 10-Q filed with the Securities and Exchange Commission (the “SEC”) on December 3, 2012.

1.	Names of Reporting Persons <b>Prospect Management Co. III, L.L.C.</b>	
2.	Check the Appropriate Box if a Member of a Group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/> (1)	
3.	SEC USE ONLY	
4.	Citizenship or Place of Organization <b>Delaware, United States of America</b>	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power <b>0</b>
	6.	Shared Voting Power <b>1,914,566 (2)</b>
	7.	Sole Dispositive Power <b>0</b>
	8.	Shared Dispositive Power <b>1,914,566 (2)</b>
9.	Aggregate Amount Beneficially Owned by Each Reporting Person <b>1,914,566 (2)</b>	
10.	Check 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 <b>10.5% (3)</b>	
12.	Type of Reporting Person (see instructions) <b>OO</b>	

- (1) This statement on Schedule 13G is filed by the Reporting Persons. The Reporting Persons expressly disclaim status as a "group" for purposes of this Schedule 13G.
- (2) The shares are owned by PVP III. PMC III serves as the sole general partner of PVP III. As such, PMC III possesses power to direct the voting and disposition of the shares owned by PVP III and may be deemed to have indirect beneficial ownership of the shares held by PVP III. PMC III owns no securities of the Issuer directly. The information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2012.
- (3) This percentage is calculated based upon 18,211,491 shares of the Common Stock outstanding as of November 5, 2012 as set forth in the Issuer's most recent Form 10-Q filed with the SEC on December 3, 2012.

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Introductory Note: This statement on Schedule 13G is filed on behalf of the Reporting Persons, in respect of shares of Common Stock, par value \$0.00001 per share (“Common Stock”), of KYTHERA Biopharmaceuticals, Inc. (the “Issuer”).

**Item 1(a). Name of Issuer:**

KYTHERA Biopharmaceuticals, Inc.

**Item 1(b). Address of Issuer’s Principal Executive Officers:**

27200 West Agoura Road, Suite 200  
Calabasas, California 91301

**Item 2(a). Name of Person(s) Filing:**

Prospect Venture Partners III, L.P. (“PVP III”)  
Prospect Management Co. III, L.L.C. (“PMC III”)

**Item 2(b). Address of Principal Business Office:**

Prospect Venture Partners  
435 Tasso Street, Suite 200  
Palo Alto, California 94301

**Item 2(c). Citizenship:**

PVP III is a Delaware limited partnership.  
PMC III is a Delaware limited liability company.

**Item 2(d). Title of Class of Securities:**

Common Stock, par value \$0.00001 per share.

**Item 2(e). CUSIP Number:**

501570 10 5

**Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**

Not applicable.

**Item 4(a). Amount Beneficially Owned:****Item 4(b). Percent of Class:****Item 4(c). Number of shares as to which such persons have:**

The following information with respect to the ownership of the Common Stock by the Reporting Persons filing this statement on Schedule 13G is provided as of December 31, 2012:

Reporting Persons	Common Stock						Percentage of Class (1)(3)
	Shares of Common Stock Held Directly (1)	Common Stock Issuable Upon Exercise of Purchase Warrant (1)	Shared Voting Power (1)	Shared Dispositive Power (1)	Beneficial Ownership (1)		
PVP III	1,914,566	0	1,914,566	1,914,566	1,914,566	10.5	%
PMC III (2)	0	0	1,914,566	1,914,566	1,914,566	10.5	%

- (1) Represents the number of shares of Common Stock currently underlying all Securities held by the Reporting Persons.
- (2) PMC III serves as the sole general partner of PVP III. As such, PMC III possesses power to direct the voting and disposition of the shares owned by PVP III and may be deemed to have indirect beneficial ownership of the shares held by PVP III. PMC III owns no securities of the Issuer directly.
- (3) This percentage is calculated based upon 18,211,491 shares of the Common Stock outstanding as of November 5, 2012 as set forth in the Issuer's most recent Form 10-Q filed with the SEC on December 3, 2012.

**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 Persons have 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:**

Not applicable.

**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 correct.

Dated: January 28, 2013

PROSPECT VENTURE PARTNERS III, L.P.

By: Prospect Management Co. III, L.L.C.

Its: General Partner

/s/ Lori Hoover-Simotas

Lori Hoover-Simotas

Attorney-in-Fact

PROSPECT MANAGEMENT CO. III, L.L.C.

/s/ Lori Hoover-Simotas

Lori Hoover-Simotas

Attorney-in-Fact

**Exhibit(s):**

99.1: Joint Filing Statement

**AGREEMENT**

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of the shares of Common Stock of KYTHERA Biopharmaceuticals, Inc.

Dated: January 28, 2013

PROSPECT VENTURE PARTNERS III, L.P.

By: Prospect Management Co. III, L.L.C.

Its: General Partner

/s/ Lori Hoover-Simotas

Lori Hoover-Simotas

Attorney-in-Fact

PROSPECT MANAGEMENT CO. III, L.L.C.

/s/ Lori Hoover-Simotas

Lori Hoover-Simotas

Attorney-in-Fact