

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **1996-12-30**  
SEC Accession No. **0000935836-96-000046**

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

### SUBJECT COMPANY

#### **SONUS PHARMACEUTICALS INC**

CIK: **949858** | IRS No.: **954343413** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D** | Act: **34** | File No.: **005-45969** | Film No.: **96687677**  
SIC: **2835** In vitro & in vivo diagnostic substances

Mailing Address  
22026 20TH AVENUE SE,  
SUITE 102  
BOTHELL WA 98021

Business Address  
22026 20TH AVE SE  
STE 102  
BOTHELL WA 98021  
2064879500

### FILED BY

#### **WEST HIGHLAND CAPITAL INC/LHG/WHP/PB/BP**

CIK: **904938** | IRS No.: **680152277** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **SC 13D**

Mailing Address  
300 DRAKES LANDING ROAD  
SUITE 290  
GREENBRAE CA 94904

Business Address  
300 DRAKES LANDING RD  
SUITE 290  
GREENBRAE CA 94904  
4154619453

OMB APPROVAL

OMB Number:3235-0145  
Expires:October 31, 1994  
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hours per form 14.90

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

SCHEDULE 13D

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

Sonus Pharmaceuticals, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

-----  
835692104  
(CUSIP Number)

Christopher J. Rupright, Esq.  
Shartsis Friese & Ginsburg  
One Maritime Plaza, 18th Floor  
San Francisco, CA 94111  
(415) 421-6500

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

December 18, 1996  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with the statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of

such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* 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).

SEC 1746 (12-91)

SCHEDULE 13D

CUSIP No. 835692104

Page 2 of 11 Pages

1 NAME OF REPORTING PERSON  
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

West Highland Capital, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 7 SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER

EACH 477,100  
REPORTING -----  
PERSON 9 SOLE DISPOSITIVE POWER  
WITH -0-  
-----  
10 SHARED DISPOSITIVE POWER  
477,100  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
477,100  
-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
/ /  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.6  
-----

14 TYPE OF REPORTING PERSON\*  
CO and IA  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP No. 835692104

Page 3 of 11 Pages

1 NAME OF REPORTING PERSON  
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON  
  
Estero Partners, LLC  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
(b) / /  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\*  
  
AF  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(E) / /  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
California  
-----

NUMBER OF 7 SOLE VOTING POWER

SHARES	-0-
BENEFICIALLY	-----
OWNED BY	8 SHARED VOTING POWER
EACH	398,050
REPORTING	-----
PERSON	9 SOLE DISPOSITIVE POWER
WITH	-0-
	-----
	10 SHARED DISPOSITIVE POWER
	398,050

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
398,050

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.7

14 TYPE OF REPORTING PERSON\*  
00

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SCHEDULE 13D

CUSIP No. 835692104

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1 NAME OF REPORTING PERSON  
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON  
  
Lang H. Gerhard

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 398,050
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 398,050

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
398,050

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.7

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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SCHEDULE 13D

CUSIP No. 835692104

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1 NAME OF REPORTING PERSON  
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

West Highland Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 333,700
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 333,700

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
333,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.9

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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SCHEDULE 13D

CUSIP No. 835692104

Page 6 of 11 Pages

1 NAME OF REPORTING PERSON  
SS OR IRS IDENTIFICATION NO. OF ABOVE PERSON

Buttonwood Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / X /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER 64,350
	9	SOLE DISPOSITIVE POWER -0-
	10	SHARED DISPOSITIVE POWER 64,350

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
64,350

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.8

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

CUSIP No. 835692104

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ITEM 1. SECURITY AND ISSUER.

This statement relates to shares of Common Stock (the "Stock") of Sonus  
Pharmaceuticals, Inc. ("SNUS"). The principal executive office of SNUS is  
located at 28026 20th Avenue, S.E., Suite 102, Bothell, WA 98021.

ITEM 2. IDENTITY AND BACKGROUND.

The persons filing this statement and the persons enumerated in Instruction  
C of Schedule 13D and, where applicable, their respective places of  
organization, general partners, directors, executive officers and controlling



persons, and the information regarding them, is as follows:

- (a) Lang H. Gerhard ("Gerhard"); West Highland Capital, Inc., a California corporation ("WHC"); Estero Partners, LLC, a California limited liability company ("LLC"); West Highland Partners, L.P., a California limited partnership ("WHP"); Buttonwood Partners, L.P., a California limited partnership ("BP").
- (b) The business address of Gerhard, WHC, LLC, WHP and BP is 300 Drake's Landing Road, Suite 290, Greenbrae, California 94904.
- (c) Gerhard is the sole director and occupies all the executive offices of WHC, which is an investment adviser. Gerhard is the sole manager of LLC. WHC, LLC and Gerhard are the general partners of WHP and BP, which are investment limited partnerships.
- (d) During the last five years, none of such persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) During the last five years, none of such persons was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Gerhard is a citizen of the United States of America.

SCHEDULE 13D

CUSIP No. 835692104

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The source and amount of funds used in purchasing the Stock were as follows:

Purchaser	Source of Funds	Amount
WHC	Funds Under Management(1)	\$5,569,163.00
WHP	Working Capital	\$3,757,386.64
BP	Working Capital	\$ 726,311.22

- (1) Includes funds invested by WHP and BP in Stock.

ITEM 4. PURPOSE OF TRANSACTION.

The sole purpose of the acquisitions of the Stock reported herein was and is

for investment.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

The beneficial ownership of the Stock of the persons named in Item 2 of this statement is as follows at the date hereof:

Name	Aggregate Beneficially Owned		Voting Power		Dispositive Power	
	Number	Percent	Sole	Shared	Sole	Shared
Gerhard	398,050	4.7	-0-	398,050	-0-	398,050
WHC	477,100	5.6	-0-	477,100	-0-	477,100
LLC	398,050	4.7	-0-	398,050	-0-	398,050
WHP	333,700	3.9	-0-	333,700	-0-	333,700
BP	64,350	0.8	-0-	64,350	-0-	64,350

SCHEDULE 13D

CUSIP No. 835692104

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The persons filing this statement effected the following transactions in the Stock on the dates indicated, and such transactions are the only transactions by the persons filing this statement in the Stock since October 19, 1996:

Name	Purchase or Sale	Date	Number of Shares	Price Per Share	Broker Used
WHP	P	12-16-96	6,800	22.5000	INST
BP	P	12-16-96	1,400	22.5000	INST
WHC	P	12-16-96	1,800	22.5000	INST
WHP	P	12-17-96	13,600	22.6875	HMQT
BP	P	12-17-96	2,800	22.6875	HMQT
WHC	P	12-17-96	3,600	22.6875	HMQT
WHP	P	12-18-96	23,800	24.1428	HMQT
BP	P	12-18-96	4,900	24.1428	HMQT
WHC	P	12-18-96	6,300	24.1428	HMQT
WHP	P	12-26-96	5,000	28.1250	HMQT

HMQT - Hambrecht & Quist Incorporated

INST - Instinet Corporation

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ITEM. 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH

RESPECT TO SECURITIES OF THE ISSUER.

Gerhard, WHC and LLC are the general partners of WHP and BP pursuant to limited partnership agreements providing to Gerhard, WHC and LLC the authority, among other things, to invest the funds of WHP and BP in Stock, to vote and dispose of stock and to file this statement on behalf of WHP and BP. Pursuant to such limited partnership agreements, the general partners of WHP and BP are entitled to allocations based on assets under management and realized and unrealized gains, if certain conditions are met. Pursuant to investment management agreements, WHC is authorized, among other things, to invest funds of its various investment advisory clients, and to vote and dispose of those securities. Such investment management agreements may be terminated by either party on notice as provided in such agreements and provide for fees payable to WHC based on assets under management and realized and unrealized gains.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

- A. Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G (including power of attorney).

SIGNATURES

After reasonable inquiry and to the best of my knowledge, I certify that the information set forth in this statement is true, complete and correct.

DATED: December 30, 1996.

/s/ Lang H. Gerhard  
Lang H. Gerhard

WEST HIGHLAND PARTNERS, L.P.

WEST HIGHLAND CAPITAL, INC.

By: /s/ Lang H. Gerhard  
Lang H. Gerhard,  
General Partner

By: /s/ Lang H. Gerhard  
Lang H. Gerhard, President

BUTTONWOOD PARTNERS, L.P.

ESTERO PARTNERS, LLC

By: /s/ Lang H. Gerhard  
Lang H. Gerhard,  
General Partner

By: /s/ Lang H. Gerhard  
Lang H. Gerhard, Manager

EXHIBIT A

AGREEMENT REGARDING JOINT FILING  
OF STATEMENT ON SCHEDULE 13D OR 13G

The undersigned agree to file jointly with the Securities and Exchange Commission (the "SEC") any and all statements on Schedule 13D or Schedule 13G (and any amendments or supplements thereto) required under section 13(d) of the Securities Exchange Act of 1934, as amended, in connection with purchases by the undersigned of securities of Sonus Pharmaceuticals, Inc. For that purpose, the undersigned hereby constitute and appoint West Highland Capital, Inc., a California corporation, as their true and lawful agent and attorney-in-fact, with full power and authority for and on behalf of the undersigned to prepare or cause to be prepared, sign, file with the SEC and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended, in connection with said purchases, and to do and perform every act necessary and proper to be done incident to the exercise of the foregoing power, as fully as the undersigned might or could do if personally present.

DATED: December 30, 1996.

/s/ Lang H. Gerhard  
Lang H. Gerhard

WEST HIGHLAND PARTNERS, L.P.

WEST HIGHLAND CAPITAL, INC.

By: /s/ Lang H. Gerhard  
Lang H. Gerhard,  
General Partner

By: /s/ Lang H. Gerhard  
Lang H. Gerhard, President

BUTTONWOOD PARTNERS, L.P.

ESTERO PARTNERS, LLC

By: /s/ Lang H. Gerhard  
Lang H. Gerhard,  
General Partner

By: /s/ Lang H. Gerhard  
Lang H. Gerhard, Manager

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