

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

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

Filing Date: **2004-05-18**  
SEC Accession No. **0000950116-04-001634**

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

### SUBJECT COMPANY

#### **INTERMUNE INC**

CIK: **1087432** | IRS No.: **943296648** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-60673** | Film No.: **04814704**  
SIC: **2834** Pharmaceutical preparations

Mailing Address  
3280 BAYSHORE BLVD  
BRISBANE CA 94005

Business Address  
3280 BAYSHORE  
BLVD  
BRISBANE CA 94005  
415 466 2200

### FILED BY

#### **WARBURG PINCUS & CO**

CIK: **929408** | IRS No.: **136358475** | State of Incorporation: **NY** | Fiscal Year End: **1231**  
Type: **SC 13D/A**

Mailing Address  
466 LEXINGTON AVENUE  
NEW YORK  
NY NY 100173147

Business Address  
466 LEXINGTON AVENUE  
NEW YORK NY 100173147  
2128780600

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 7)

InterMune, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

45885B 10 0

(CUSIP Number)

Scott A. Arenare, Esq.  
Managing Director and General Counsel  
Warburg Pincus LLC  
466 Lexington Avenue  
New York, New York 10017  
(212) 878-0600

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

Copies to:

Peter H. Jakes, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000

May 17, 2004

(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: / /

Page 1 of 10

SCHEDULE 13D/A

CUSIP No. 45885B 10

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg, Pincus Equity Partners, L.P.  
ID Number 13-3536060

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | \_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6,145,590 (see Item 5(b) of this Schedule 13D)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

6,145,590 (see Item 5(b) of this Schedule 13D)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,145,590 (see Item 5(b) of this Schedule 13D)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | \_ |

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

19.2% (see Item 5(a) of this Schedule 13D)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

SCHEDULE 13D/A

CUSIP No. 45885B 10

Page 3 of 10 Pages

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Warburg Pincus & Co. ID Number 13-6358475

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

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | \_ |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York general partnership

7 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		6,145,590 (see Item 5(b) of this Schedule 13D)	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		6,145,590 (see Item 5(b) of this Schedule 13D)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	6,145,590 (see Item 5(a) of this Schedule 13D)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		_
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	19.2% (see Item 5(a) of this Schedule 13D)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)		
	PN		

SCHEDULE 13D/A

CUSIP No. 45885B 10	Page 4 of 10 Pages
---------------------	--------------------

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON		
	Warburg Pincus LLC (formerly E.M. Warburg Pincus & Co., LLC) ID Number #13-3536050		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)  _   (b)  X	
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	_	
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	New York limited liability company		
	7	SOLE VOTING POWER	
		0	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		6,145,590 (see Item 5(b) of this Schedule 13D)	
	9	SOLE DISPOSITIVE POWER	
		0	
	10	SHARED DISPOSITIVE POWER	
		6,145,590 (see Item 5(b) of this Schedule 13D)	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,145,590 (see Item 5(a) of this Schedule 13D)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

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

19.2% (see Item 5(a) of this Schedule 13D)

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

This Amendment No. 7 amends the Schedule 13D, filed with the Securities and Exchange Commission (the "SEC") on December 4, 2003, as amended by Amendment No. 1 to the Schedule 13D, filed with the SEC on February 18, 2004, as further amended by Amendment No. 2 to the Schedule 13D, filed with the SEC on April 29, 2004, as further amended by Amendment No. 3 to the Schedule 13D ("Amendment No. 3"), filed with the SEC on May 5, 2004, as further amended by Amendment No. 4 to the Schedule 13D ("Amendment No. 4"), filed with the SEC on May 10, 2004, as further amended by Amendment No. 5 to the Schedule 13D ("Amendment No. 5"), filed with the SEC on May 12, 2004 and as further amended by Amendment No. 6 to the Schedule 13D ("Amendment No. 6"), filed with the SEC on May 14, 2004 (collectively, the "Schedule 13D"), on behalf of Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership ("WPEP"), Warburg Pincus & Co., a New York general partnership ("WP"), and Warburg Pincus LLC, a New York limited liability company ("WP LLC" and, together with WPEP and WP, the "Reporting Entities"). This Amendment No. 7 relates to the common stock, \$0.001 par value per share (the "Common Stock"), of InterMune, Inc., a Delaware corporation (the "Company"). The holdings of Common Stock of WPEP in this Amendment No. 6 include certain shares of Common Stock which may be deemed to be beneficially owned by Warburg, Pincus Netherlands Equity Partners I, C.V. ("WPNEP I"), Warburg, Pincus Netherlands Equity Partners II, C.V. ("WPNEP II") and Warburg, Pincus Netherlands Equity Partners III, C.V. ("WPNEP III" and, together with WPNEP I, WPNEP II and WPEP, the "Investors"). WP, WP LLC and the Investors are referred to herein as the "Group Members." Unless otherwise indicated herein, each capitalized term used but not otherwise defined herein shall have the meaning ascribed to such term in the Schedule 13D.

Page 5 of 10

The Group Members are making this single joint filing because they may be deemed to constitute a "group" within the meaning of the Securities Exchange Act of 1934, as amended. Each Group Member disclaims beneficial ownership of all of the shares of Common Stock, other than those reported herein as being owned by it.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended by adding the following paragraph to the end of the discussion:

The total amount of funds used by each Investor to purchase the shares of Common Stock as described herein was furnished from the working capital of such Investor. The total amount of funds used by the Investors to purchase shares of Common Stock pursuant to the open market transactions set forth on Schedule II attached hereto was \$4,948,099, net of brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a), (b) and (c) of the Schedule 13D are hereby amended by adding the following paragraphs at the end of their respective discussion:

(a) Due to their respective relationships with the Investors and each other, each of the Reporting Entities may be deemed to beneficially own an aggregate of 6,145,590 shares of Common Stock as of May 17, 2004, by virtue of the Investors' ownership of such shares as of such date. The 6,145,590 shares of Common Stock which the Reporting Entities may be deemed to beneficially own represent approximately 19.2% of the shares of Common Stock (based on the Company's Quarterly Report for the period ended March 31, 2004 filed on May 10,



-----  
Name: Scott A. Arenare  
Title: Partner

Dated: May 18, 2004

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

-----  
Name: Scott A. Arenare  
Title: Managing Director

Page 9 of 10

SCHEDULE II

<TABLE>  
<CAPTION>

Date	# of Shares	Per Share Price	Total Cost (net of brokerage commissions)
5/14/04	159,000	\$14.95	\$2,376,923
5/17/04	172,000	\$14.95	\$2,571,176
Total	331,000		\$4,948,099

</TABLE>

Page 10 of 10