

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

1. Name and Address of Reporting Person* WARBURG PINCUS EQUITY PARTNERS LP <hr/> (Last) (First) (Middle) 446 LEXINGTON AVENUE <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/26/2005	3. Issuer Name and Ticker or Trading Symbol SUNESIS PHARMACEUTICALS INC [SSNS]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

**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: 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 ^M			
Series B Preferred Stock	(1)	(1)	Common Stock	4,961,540	\$ (1)	D (2) (3)	
Series C Preferred Stock	(1)	(1)	Common Stock	1,771,000	\$ (1)	D (2) (3)	

Explanation of Responses:

- Each share of preferred stock will be converted into common stock upon the effectiveness of the Issuer's initial public offering (the "IPO"), at a conversion rate to be determined immediately prior to the closing of the IPO. The shares do not expire.
- These shares are held by Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership (and together with two affiliated partnerships, "WPEP"). Warburg Pincus Partners LLC, a New York limited liability company ("WPP LLC") and a subsidiary of Warburg Pincus & Co., a New York general partnership ("WP"), is the general partner of WPEP. WPEP is managed by Warburg Pincus LLC, a New York limited liability company ("WP LLC").
- By reason of the provisions of Rule 16a-1 of the Securities Exchange Act of 1934, as amended, each of WPEP, WPP LLC, WP and WP LLC may be deemed to be the beneficial owner of all of the shares of Common Stock that will be owned by WPEP following the IPO. Each of WPP LLC, WP and WP LLC disclaim beneficial ownership of all shares of the Common Stock that will be owned by WPEP following the IPO, except to the extent of any indirect pecuniary interest therein. The reporting persons will file an amendment to this Form 3 once the stock split or reverse stock split and the IPO have been consummated, and the actual number of shares of Common Stock beneficially owned by WPEP have been determined.

WARBURG, PINCUS EQUITY PARTNERS, L.P. 09/26/2005
 ** Signature of Reporting Person Date
By: Warburg, Pincus Partners LLC, its general partner 09/26/2005
 ** Signature of Reporting Person Date
By: Warburg Pincus & Co., its managing member 09/26/2005
 ** Signature of Reporting Person Date
By: Scott A. Arenare 09/26/2005
 ** Signature of Reporting Person Date
Scott A. Arenare, Partner 09/26/2005
 ** 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 5(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.

Designated Filer: Warburg, Pincus Equity Partners, L.P.
 Issuer & Ticker Symbol: Sunesis Pharmaceuticals, Inc. (SNSS)
 Date of Event Requiring Statement: September 26, 2005

1. Name: Warburg, Pincus Equity Partners, L.P.
 Address: 466 Lexington Avenue
 New York, New York 10017
2. Name: Warburg Pincus & Co.
 Address: 466 Lexington Avenue
 New York, New York 10017
3. Name: Warburg Pincus LLC
 Address: 466 Lexington Avenue
 New York, New York 10017
4. Name: Warburg Pincus Partners LLC
 Address: 466 Lexington Avenue
 New York, New York 10017

WARBURG PINCUS & CO.

By: Scott A. Arenare September 26, 2005
 Name: Scott A. Arenare Date
 Title: Partner

WARBURG PINCUS LLC

By: Scott A. Arenare September 26, 2005
 Name: Scott A. Arenare Date
 Title: Managing Director

WARBURG PINCUS PARTNERS LLC

By: Warburg Pincus & Co.,
 its Managing Member

By: Scott A. Arenare September 26, 2005
 Name: Scott A. Arenare Date
 Title: Partner
