

<b>OMB APPROVAL</b>	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LEFF JONATHAN S</u> _____ (Last) (First) (Middle) <u>C/O SUNESIS PHARMACEUTICALS, INC.</u> <u>341 OYSTER POINT BOULEVARD</u> _____ (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/27/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>SUNESIS PHARMACEUTICALS INC [ SNSS ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input 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 Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10	I	By Daughter
Common Stock	10	I	By Son

**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			
Series B Preferred Stock	(1)	(1)	Common Stock	4,961,540	0.00	I	See Footnotes <sup>(2)(4)(5)</sup>
Series C Preferred Stock	(1)	(1)	Common Stock	1,771,000	0.00	I	See Footnotes <sup>(3)(4)(5)</sup>

**Explanation of Responses:**

- Each share of preferred stock will be converted into common stock upon the closing of the Issuer's initial public offering (the "IPO"), at a conversion rate to be determined immediately prior to the closing of such offering. The shares will not expire.
- These shares are held by Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership.
- These shares are held by Warburg, Pincus Equity Partners, L.P., a Delaware limited partnership, and two affiliated partnerships (together, "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"). The reporting person is a general partner of WP and a managing director and member of WP LLC, and therefore, may be deemed to have an indirect pecuniary interest over these shares. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- 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.

/s/ Daryl B. Winter as  
attorney-in-fact for Jonathan Leff 09/27/2005

\*\* 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.

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby authorizes Daryl B. Winter, Ph.D., Eric H. Bjerkholt or Vickie Chou of Sunesis Pharmaceuticals, Inc., a Delaware corporation (the "Company"), to execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or stockholder of the Company, Forms 3, 4 and 5, and any Amendments thereto, and cause such form(s) to be filed with the United States Securities and Exchange Commission pursuant to Section 16(a) of the Securities Act of 1934, relating to the undersigned's beneficial ownership of securities in the Company. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney's-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of this 12<sup>th</sup> day of September, 2005.

/s/ Jonathan S. Leff  
Jonathan S. Leff

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