

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.

The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

**Notice of Exempt Offering of Securities**

**1. Issuer's Identity**

CIK (Filer ID Number) [0001061027](#)  
Name of Issuer [SUNESIS PHARMACEUTICALS INC](#)  
Jurisdiction of Incorporation/Organization [DELAWARE](#)  
Year of Incorporation/Organization  
 Over Five Years Ago  
 Within Last Five Years (Specify Year)  
 Yet to Be Formed

Previous Names  None  
[MOSAIC PHARMACEUTICALS INC](#)

Entity Type  
 Corporation  
 Limited Partnership  
 Limited Liability Company  
 General Partnership  
 Business Trust  
 Other (Specify)

**2. Principal Place of Business and Contact Information**

Name of Issuer [SUNESIS PHARMACEUTICALS INC](#)  
Street Address 1 [395 OYSTER POINT BOULEVARD](#)  
Street Address 2 [SUITE 400](#)  
City [SOUTH SAN FRANCISCO](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94080](#) Phone Number of Issuer [650-266-3500](#)

**3. Related Persons**

Last Name [Swisher](#) First Name [Daniel](#) Middle Name [N., Jr.](#)  
Street Address 1 [Sunesis Pharmaceuticals, inc.](#) Street Address 2 [395 Oyster Point Boulevard, Suite 400](#)  
City [South San Francisco](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94080](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name [Bjerkholt](#) First Name [Eric](#) Middle Name [H.](#)  
Street Address 1 [Sunesis Pharmaceuticals, Inc.](#) Street Address 2 [395 Oyster Point Boulevard, Suite 400](#)  
City [South San Francisco](#) State/Province/Country [CALIFORNIA](#) ZIP/PostalCode [94080](#)  
Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name [Ketchum](#) First Name [Steven](#) Middle Name  
Street Address 1 [Sunesis Pharmaceuticals, Inc.](#) Street Address 2 [395 Oyster Point Boulevard, Suite 400](#)

City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Fust Matthew K.  
Street Address 1 Street Address 2  
c/o Onyx Pharmaceuticals, Inc. 2100 Powell Street  
City State/Province/Country ZIP/PostalCode  
Emeryville CALIFORNIA 94608

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Hurwitz Ed  
Street Address 1 Street Address 2  
c/o Alta Partners One Embarcadero Center, Suite 3700  
City State/Province/Country ZIP/PostalCode  
San Francisco CALIFORNIA 94111

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Misfeldt Dayton  
Street Address 1 Street Address 2  
c/o Bay City Capital LLC 750 Battery Street, Suite 400  
City State/Province/Country ZIP/PostalCode  
San Francisco CALIFORNIA 94111

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Pearce Homer L.  
Street Address 1 Street Address 2  
c/o Sunesis Pharmaceuticals, Inc. 395 Oyster Point Boulevard, Suite 400  
City State/Province/Country ZIP/PostalCode  
South San Francisco CALIFORNIA 94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

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Last Name First Name Middle Name  
Stump David C.  
Street Address 1 Street Address 2  
c/o Human Genome Sciences, Inc. 14200 Shady Grove Road  
City State/Province/Country ZIP/PostalCode  
Rockville MARYLAND 20850

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

---

Last Name First Name Middle Name  
Young James W.  
Street Address 1 Street Address 2

c/o Sunesis Pharmaceuticals, Inc.

395 Oyster Point Boulevard, Suite 400

City

State/Province/Country

ZIP/PostalCode

South San Francisco

CALIFORNIA

94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Kim

Helen

Susan

Street Address 1

Street Address 2

c/o NGM BioPharmaceuticals, Inc.

630 Gateway Blvd.

City

State/Province/Country

ZIP/PostalCode

South San Francisco

CALIFORNIA

94080

Relationship:  Executive Officer  Director  Promoter

Clarification of Response (if Necessary):

**4. Industry Group**

Agriculture

Health Care

Retailing

Banking & Financial Services

Biotechnology

Restaurants

Commercial Banking

Health Insurance

Technology

Insurance

Hospitals & Physicians

Computers

Investing

Pharmaceuticals

Telecommunications

Investment Banking

Other Health Care

Other Technology

Pooled Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Manufacturing

Travel

Yes

No

Real Estate

Airlines & Airports

Other Banking & Financial Services

Commercial

Lodging & Conventions

Construction

REITS & Finance

Tourism & Travel Services

Residential

Other Real Estate

Other Travel

Other

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

**5. Issuer Size**

Revenue Range

OR

Aggregate Net Asset Value Range

No Revenues

No Aggregate Net Asset Value

- |                                                       |                                                       |
|-------------------------------------------------------|-------------------------------------------------------|
| <input checked="" type="checkbox"/> \$1 - \$1,000,000 | <input type="checkbox"/> \$1 - \$5,000,000            |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000    | <input type="checkbox"/> \$5,000,001 - \$25,000,000   |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000   | <input type="checkbox"/> \$25,000,001 - \$50,000,000  |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000           | <input type="checkbox"/> Over \$100,000,000           |
| <input type="checkbox"/> Decline to Disclose          | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable               | <input type="checkbox"/> Not Applicable               |

**6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)**

- |                                                                  |                                                              |
|------------------------------------------------------------------|--------------------------------------------------------------|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(5)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |
|                                                                  | <input type="checkbox"/> Section 3(c)(1)                     |
|                                                                  | <input type="checkbox"/> Section 3(c)(2)                     |
|                                                                  | <input type="checkbox"/> Section 3(c)(3)                     |
|                                                                  | <input type="checkbox"/> Section 3(c)(4)                     |
|                                                                  | <input type="checkbox"/> Section 3(c)(5)                     |
|                                                                  | <input type="checkbox"/> Section 3(c)(6)                     |
|                                                                  | <input type="checkbox"/> Section 3(c)(7)                     |
|                                                                  | <input type="checkbox"/> Section 3(c)(9)                     |
|                                                                  | <input type="checkbox"/> Section 3(c)(10)                    |
|                                                                  | <input type="checkbox"/> Section 3(c)(11)                    |
|                                                                  | <input type="checkbox"/> Section 3(c)(12)                    |
|                                                                  | <input type="checkbox"/> Section 3(c)(13)                    |
|                                                                  | <input type="checkbox"/> Section 3(c)(14)                    |

**7. Type of Filing**

- New Notice Date of First Sale [2010-06-30](#)  First Sale Yet to Occur
- Amendment

**8. Duration of Offering**

Does the Issuer intend this offering to last more than one year?  Yes  No

**9. Type(s) of Securities Offered (select all that apply)**

- |                                                                                                                      |                                                           |
|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
| <input checked="" type="checkbox"/> Equity                                                                           | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt                                                                                        | <input type="checkbox"/> Tenant-in-Common Securities      |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security                                  | <input type="checkbox"/> Mineral Property Securities      |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)                 |

**10. Business Combination Transaction**

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary):

**11. Minimum Investment**

Minimum investment accepted from any outside investor \$0 USD

**12. Sales Compensation**

Recipient [Jefferies & Company, Inc.](#) Recipient CRD Number  None [2347](#)

(Associated) Broker or Dealer  None

None

Street Address 1

520 Madison Ave., 12th Floor

City

New York

State(s) of Solicitation (select all that apply)

Check "All States" or check individual States  All States

NORTH CAROLINA
NEW YORK
MARYLAND
CALIFORNIA
NEW JERSEY
WASHINGTON
PENNSYLVANIA
DISTRICT OF COLUMBIA
FLORIDA
CONNECTICUT
MASSACHUSETTS

(Associated) Broker or Dealer CRD Number  None

None

Street Address 2

State/Province/Country

NEW YORK

ZIP/Postal Code

10022

Foreign/non-US

### 13. Offering and Sales Amounts

Total Offering Amount \$28,500,000 USD or  Indefinite

Total Amount Sold \$28,500,000 USD

Total Remaining to be Sold \$0 USD or  Indefinite

Clarification of Response (if Necessary):

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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### 15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD  Estimate

Finders' Fees \$1,197,000 USD  Estimate

Clarification of Response (if Necessary):

Placement agent fees paid in this offering to Recipient listed in Item 12.

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD  Estimate

Clarification of Response (if Necessary):

Proceeds from private placement are to be used for working capital and other general corporate purposes.

### Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

## Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
SUNESIS PHARMACEUTICALS INC	/s/Eric Bjerkholt	Eric Bjerkholt	SVP, Corp.Dev.& Finance, CFO & Corp. Secretary	2010-07-13

*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.*

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.