

TRIANGLE PHARMACEUTICALS INC

Form 4

January 17, 2003

SEC Form 4

<b>FORM 4</b>  <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549  <b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b>  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	OMB APPROVAL  <hr style="border: 1px solid black;"/>  OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response: . . . . 0.5	
1. Name and Address of Reporting Person* <b>Warburg Pincus Private Equity VIII, L.P.</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> </div> <div style="display: flex; justify-content: space-between;"> <span></span> <span>(Middle)</span> </div> <b>c/o Warburg, Pincus &amp; Co.</b> <b>466 Lexington Avenue</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <div style="display: flex; justify-content: space-between;"> <span></span> <span>(Street)</span> </div> <b>New York, NY 10017</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> </div> <div style="display: flex; justify-content: space-between;"> <span></span> <span>(Zip)</span> </div>	2. Issuer Name and Ticker or Trading Symbol  <b>Triangle Pharmaceuticals Inc.</b> <b>VIRS</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for (Month/Day/Year)  <b>01/15/2003</b>  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> 5. If Amendment, Date of Original (Month/Day/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _ Director <input checked="" type="checkbox"/> 10% Owner _ Officer (give title below)    _ Other (specify below)  Description  <hr style="border: 0; border-top: 1px solid black; margin: 5px 0;"/> 7. Individual or Joint/Group Filing (Check Applicable Line)  _ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4, and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	A/D	Price			
<b>Common Stock</b>	<b>01/15/2003</b>		<b>U</b>		<b>23,384,887</b>	<b>D</b>	<b>\$6.00</b>	<b>0</b>	<b>D See (1)</b>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed	6. Date Exercisable and Expiration Date (ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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## Edgar Filing: TRIANGLE PHARMACEUTICALS INC - Form 4

[illegible]

**Explanation of Responses:**

<b>By:</b> /s/ Scott Arenare	<b>Date:</b> 01/16/2003

\*\* Signature of Reporting Person

SEC 1474 (9-02)

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 4(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.  
 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

### Additional Information Reported For This Form

Additional Information Reported For This Form		
Name and Address of Reporting Person*	Issuer Name and Ticker or Trading Symbol	Statement for (Month/Day/Year)
<b>Warburg Pincus Private Equity VIII, L.P.</b> <hr/> <div> <div>(Last)</div> <div>(First)</div> <div>(Middle)</div> </div> <b>c/o Warburg, Pincus &amp; Co.</b> <b>466 Lexington Avenue</b> <hr/> <div>(Street)</div> <div> <div>(City)</div> <div>(State)</div> <div>(Zip)</div> </div>	<b>Triangle Pharmaceuticals Inc.</b> <b>VIRS</b> <hr/>	<b>01/15/2003</b> <hr/>

## Joint Filer Information

Name: Warburg, Pincus & Co. (General Partner of WP VIII)  
Address: 466 Lexington Avenue  
New York, New York 10017

Name:	Warburg Pincus LLC (Manager of WP VIII)
Address:	466 Lexington Avenue New York, New York 10017

Designated Filer: Warburg Pincus Private Equity VIII, L.P.  
Issuer & Ticker Symbol: Triangle Pharmaceuticals, Inc. (VIRS)  
Date of Event Requiring Statement: January 15, 2003

Note 1:

In two transactions in 2001, Warburg Pincus Private Equity VIII, L.P., a Delaware limited partnership ("WP VIII") acquired a total of 23,384,887 shares of the Company's Common Stock (the "WP Shares"). The sole general partner of WP VIII is Warburg, Pincus & Co., a New York general partnership ("WP"). Warburg Pincus LLC, a New York limited liability company ("WP LLC"), manages WP VIII. The members of WP LLC are substantially the same as the partners of WP. By reason of the provisions of Rule 16a-1 of the Securities and Exchange Act of 1934, as amended, WP VIII, WP and WP LLC may be deemed to be the beneficial owners of the WP Shares, although WP and WP LLC disclaim beneficial ownership of the WP Shares, except to the extent of any indirect pecuniary interest therein.

WARBURG PINCUS PRIVATE EQUITY VIII, L.P.

By: Warburg, Pincus & Co.,  
General Partner

By:  
/s/ Scott Arenare January , 2003  
Partner

WARBURG PINCUS & CO.

By:  
/s/ Scott Arenare January , 2003  
Partner

WARBURG PINCUS LLC

By:  
/s/ Scott Arenare January , 2003  
Managing Director