

Edgar Filing: NEKTAR THERAPEUTICS - Form SC 13G/A

NEKTAR THERAPEUTICS
Form SC 13G/A
February 13, 2012

SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

(Amendment No.5) *

Nektar Therapeutics
(Name of Issuer)

Common Stock, \$.0001 Par Value Per Share
(Title of Class of Securities)

640268108
(CUSIP Number)

December 31, 2011
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule is filed:

☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

(Page 1 of 20 Pages)

The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act
of 1934 ("Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the
Notes).

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(1) NAMES OF REPORTING PERSONS		
HealthCor Management, L.P.		

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
		(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>

(3)	SEC USE ONLY	

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	

NUMBER OF	(5) SOLE VOTING POWER	
	0	

SHARES		

BENEFICIALLY	(6) SHARED VOTING POWER	
	11,158,100	

OWNED BY		

EACH	(7) SOLE DISPOSITIVE POWER	
	0	

REPORTING		

PERSON WITH	(8) SHARED DISPOSITIVE POWER	
	11,158,100	

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	11,158,100	

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES(see instructions)	<input type="checkbox"/>

(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	9.75%	

(12)	TYPE OF REPORTING PERSON (see instructions)	
	PN	

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(1) NAMES OF REPORTING PERSONS		
HealthCor Associates, LLC		

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
		(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>

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(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	(5) SOLE VOTING POWER 0
SHARES	
BENEFICIALLY	(6) SHARED VOTING POWER 11,158,100
OWNED BY	
EACH	(7) SOLE DISPOSITIVE POWER 0
REPORTING	
PERSON WITH	(8) SHARED DISPOSITIVE POWER 11,158,100
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,158,100	
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES(see instructions) []	
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.75%	
(12) TYPE OF REPORTING PERSON (see instructions) OO - limited liability company	
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(1) NAMES OF REPORTING PERSONS HealthCor Offshore Master Fund, L.P.	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(see instructions) (a) [X] (b) []	
(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF	(5) SOLE VOTING POWER 0
SHARES	
BENEFICIALLY	(6) SHARED VOTING POWER

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7,573,734

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER
7,573,734

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
7,573,734

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
6.62%

(12) TYPE OF REPORTING PERSON (see instructions)
PN

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(1) NAMES OF REPORTING PERSONS
HealthCor Offshore GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

(a) [X]

(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
0

SHARES -----

BENEFICIALLY (6) SHARED VOTING POWER
7,573,734

OWNED BY -----

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING -----

PERSON WITH (8) SHARED DISPOSITIVE POWER
7,573,734

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED

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BY EACH REPORTING PERSON
7,573,734

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)	[]
<hr/>		
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.62%	
<hr/>		
(12)	TYPE OF REPORTING PERSON (see instructions) OO - limited liability company	
<hr/>		

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(1)	NAMES OF REPORTING PERSONS HealthCor Hybrid Offshore Master Fund, L.P.
<hr/>	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) <div style="text-align: right;">(a) <input checked="" type="checkbox"/> [X] (b) <input type="checkbox"/> []</div>
<hr/>	
(3)	SEC USE ONLY
<hr/>	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands
<hr/>	
NUMBER OF	(5) SOLE VOTING POWER 0
<hr/>	
SHARES	
<hr/>	
BENEFICIALLY	(6) SHARED VOTING POWER 459,979
<hr/>	
OWNED BY	
<hr/>	
EACH	(7) SOLE DISPOSITIVE POWER 0
<hr/>	
REPORTING	
<hr/>	
PERSON WITH	(8) SHARED DISPOSITIVE POWER 459,979
<hr/>	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 459,979
<hr/>	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []
<hr/>	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.40%
<hr/>	

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(12) TYPE OF REPORTING PERSON (see instructions)
PN

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(1) NAMES OF REPORTING PERSONS
HealthCor Hybrid Offshore GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
(a) ☒ [X]
(b) ☐ []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER
459,979

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
459,979

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
459,979

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) ☐ []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.40%

(12) TYPE OF REPORTING PERSON (see instructions)
OO - limited liability company

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(1) NAMES OF REPORTING PERSONS

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HealthCor Group, LLC

(2)		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a) <input checked="" type="checkbox"/>
			(b) <input type="checkbox"/>
(3)		SEC USE ONLY	
(4)		CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	(5)	SOLE VOTING POWER 0	
SHARES			
BENEFICIALLY	(6)	SHARED VOTING POWER 11,158,100	
OWNED BY			
EACH	(7)	SOLE DISPOSITIVE POWER 0	
REPORTING			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 11,158,100	
(9)		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,158,100	
(10)		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions)	<input type="checkbox"/>
(11)		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.75%	
(12)		TYPE OF REPORTING PERSON (see instructions) OO - limited liability company	

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(1)		NAMES OF REPORTING PERSONS HealthCor Capital, L.P.	
(2)		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	(a) <input checked="" type="checkbox"/>
			(b) <input type="checkbox"/>
(3)		SEC USE ONLY	
(4)		CITIZENSHIP OR PLACE OF ORGANIZATION	

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Delaware

NUMBER OF (5) SOLE VOTING POWER
0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER
2,974,387

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER
2,974,387

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
2,974,387

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
2.60%

(12) TYPE OF REPORTING PERSON (see instructions)
PN

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(1) NAMES OF REPORTING PERSONS
HealthCor, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
(a) [X]
(b) []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
0

SHARES

BENEFICIALLY (6) SHARED VOTING POWER
2,974,387

OWNED BY

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EACH	(7)	SOLE DISPOSITIVE POWER	
		0	
REPORTING	-----		
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
		2,974,387	

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,974,387		

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []		

(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 2.60%		

(12)	TYPE OF REPORTING PERSON (see instructions) PN		

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(1)	NAMES OF REPORTING PERSONS Arthur Cohen		

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)		
	(a)	[X]	
	(b)	[]	

(3)	SEC USE ONLY		

(4)	CITIZENSHIP OR PLACE OF ORGANIZATION United States		

NUMBER OF	(5)	SOLE VOTING POWER	
		0	
SHARES	-----		
BENEFICIALLY	(6)	SHARED VOTING POWER	
		11,158,100	
OWNED BY	-----		
EACH	(7)	SOLE DISPOSITIVE POWER	
		0	
REPORTING	-----		
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
		11,158,100	

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,158,100		

(10)	CHECK BOX IF THE AGGREGATE AMOUNT		

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IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.75%

(12) TYPE OF REPORTING PERSON (see instructions)
IN

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(1) NAMES OF REPORTING PERSONS
Joseph Healey

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)
(a) ☒ [X]
(b) ☐ []

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY 11,158,100

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
11,158,100

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
11,158,100

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
9.75%

(12) TYPE OF REPORTING PERSON (see instructions)
IN

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(1) NAMES OF REPORTING PERSONS	
HealthCor Long Offshore Master Fund, L.P.	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
	(a) <input checked="" type="checkbox"/> [X]
	(b) <input type="checkbox"/> []
(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION	
Delaware	
NUMBER OF	(5) SOLE VOTING POWER
	0
SHARES	
BENEFICIALLY	(6) SHARED VOTING POWER
	150,000
OWNED BY	
EACH	(7) SOLE DISPOSITIVE POWER
	0
REPORTING	
PERSON WITH	(8) SHARED DISPOSITIVE POWER
	150,000
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED	
BY EACH REPORTING PERSON	
150,000	
(10) CHECK BOX IF THE AGGREGATE AMOUNT	
IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/> []	
(11) PERCENT OF CLASS REPRESENTED	
BY AMOUNT IN ROW (9)	
0.13%	
(12) TYPE OF REPORTING PERSON (see instructions)	
PN	

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(1) NAMES OF REPORTING PERSONS	
HealthCor Long Master GP, LLC	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)	
	(a) <input checked="" type="checkbox"/> [X]
	(b) <input type="checkbox"/> []

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(3) SEC USE ONLY	
(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF	(5) SOLE VOTING POWER
SHARES	0
BENEFICIALLY	(6) SHARED VOTING POWER
OWNED BY	150,000
EACH	(7) SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	(8) SHARED DISPOSITIVE POWER
	150,000
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 150,000
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) []
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.13%
(12)	TYPE OF REPORTING PERSON (see instructions) OO - limited company

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Item 1(a). Name of Issuer:
Nektar Therapeutics

Item 1(b). Address of Issuer's Principal Executive Offices:
455 Mission Bay Boulevard South, San Francisco, CA 94158

Item 2(a, b, c). Name of Person Filing:

(i) HealthCor Management, L.P., a Delaware limited partnership,
Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New
York, New York 10019;

(ii) HealthCor Associates, LLC, a Delaware limited liability
company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor,
New York, New York 10019;

(iii) HealthCor Offshore Master Fund, L.P., a Cayman Islands
limited partnership, Carnegie Hall Tower, 152 West 57th Street,
43rd Floor, New York, New York 10019;

(iv) HealthCor Offshore GP, LLC, a Delaware limited liability

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company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(v) HealthCor Hybrid Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vi) HealthCor Hybrid Offshore GP, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(vii) HealthCor Group, LLC, a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(viii) HealthCor Capital, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(ix) HealthCor, L.P., a Delaware limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

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(x) Joseph Healey, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019;

(xi) Arthur Cohen, 12 South Main Street, #203 Norwalk, Ct 06854;

(xii) HealthCor Long Offshore Master Fund, L.P., a Cayman Islands limited partnership, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019; and

(xiii) HealthCor Long Master GP, LLC., a Delaware limited liability company, Carnegie Hall Tower, 152 West 57th Street, 43rd Floor, New York, New York 10019.

Both Mr. Healey and Mr. Cohen are United States citizens.

The persons at (i) through (xiii) above are collectively referred to herein as the "Reporting Persons".

Item 2(d). Title of Class of Securities: Common Stock, \$.0001 Par Value Per Share(the "Common Stock")

Item 2(e). CUSIP Number: 640268108

Item 3. Not applicable.

Item 4. Ownership.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Collectively, HealthCor, L.P., HealthCor Offshore Master Fund, L.P., HealthCor Hybrid Offshore Master Fund, L.P., and

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HealthCor Long Offshore Master Fund, L.P. (each a "Fund" and together, the "Funds") are the beneficial owners of a total of 11,158,100 shares of the Common Stock of the Issuer.

HealthCor Offshore GP, LLC is the general partner of HealthCor Offshore Master Fund, L.P. Accordingly, HealthCor Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Offshore Master Fund, L.P.

HealthCor Hybrid Offshore GP, LLC is the general partner of HealthCor Hybrid Offshore Master Fund, L.P. Accordingly, HealthCor Hybrid Offshore GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Hybrid Offshore GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Hybrid Offshore Master Fund, L.P.

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HealthCor Long Master GP, LLC is the general partner of HealthCor Long Offshore Master Fund, L.P. Accordingly, HealthCor Long Master GP, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Long Offshore Master Fund, L.P. HealthCor Group, LLC is the general partner of HealthCor Long Master GP, LLC and, therefore, may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor Long Offshore Master Fund, L.P.

By virtue of its position as the investment manager of the Funds, HealthCor Management, L.P. may be deemed a beneficial owner of all the shares of Common Stock owned by the Funds. HealthCor Associates, LLC is the general partner of HealthCor Management, L.P. and thus may also be deemed to beneficially own the shares of Common Stock that are beneficially owned by the Funds.

HealthCor Group LLC is the general partner of HealthCor Capital, L.P., which is in turn the general partner of HealthCor, L.P. Accordingly, each of HealthCor Capital L.P. and HealthCor Group, LLC may be deemed to beneficially own the shares of Common Stock that are beneficially owned by HealthCor, L.P.

As the Managers of HealthCor Associates, LLC, Arthur Cohen and Joseph Healey exercise both voting and investment power with respect to the shares of Common Stock reported herein, and therefore each may be deemed a beneficial owner of such Common Stock.

Each of the Reporting Persons hereby disclaims any beneficial ownership of any such shares of Common Stock in excess of their actual pecuniary interest therein.

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Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company. Not Applicable

Item 8. Identification and Classification of Members of the Group. See Exhibit I.

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Item 9. Notice of Dissolution of Group.
Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits:

Exhibit I: Joint Acquisition Statement, dated as of February 9, 2012.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 9, 2012

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin
Title: General Counsel

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HEALTHCOR CAPITAL, L.P., for itself and as general partner on behalf of HEALTHCOR L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

CUSIP No. 640268108

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HEALTHCOR LONG MASTER GP, LLC, for itself and as general partner of behalf of HEALTHCOR LONG OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ John H. Coghlin

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Name: John H. Coghlin
Title: General Counsel

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen

EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 9, 2012

HEALTHCOR MANAGEMENT, L.P.

By: HealthCor Associates, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin
Title: General Counsel

HEALTHCOR CAPITAL, L.P., for itself and as general partner on behalf of HEALTHCOR L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin
Title: General Counsel

HEALTHCOR OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin
Title: General Counsel

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HEALTHCOR HYBRID OFFSHORE GP, LLC, for itself and as general partner of behalf of HEALTHCOR HYBRID OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR LONG MASTER GP, LLC, for itself and as general partner of behalf of HEALTHCOR LONG OFFSHORE MASTER FUND, L.P.

By: HealthCor Group, LLC, its general partner

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR ASSOCIATES, LLC

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

HEALTHCOR GROUP, LLC

By: /s/ John H. Coghlin

Name: John H. Coghlin

Title: General Counsel

JOSEPH HEALEY, Individually

/s/ Joseph Healey

ARTHUR COHEN, Individually

/s/ Arthur Cohen
