

FERRANTE DOMENIC J
Form 4
October 15, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FERRANTE DOMENIC J

2. Issuer Name and Ticker or Trading Symbol
MAP Pharmaceuticals, Inc. [MAPP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O BROOKSIDE CAPITAL,
LLC, 111 HUNTINGTON AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2007

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)
BOSTON, MA 02199

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or (D) Price			
Common Stock	10/05/2007		P	600,000 ⁽¹⁾ A \$ 12	600,000	I	See Footnote (2)
Common Stock	10/11/2007		C	2,285,364 A (3)	2,885,364	I	See Footnote (2)
Common Stock	10/11/2007		J	114,162 ⁽⁴⁾ A \$ 14.502	2,999,526	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series C Convertible Preferred Stock	(3)	10/11/2007		C		1,120,975	(3)	(3)	Common Stock	1,120,
Series D Convertible Preferred Stock	(3)	10/11/2007		C		1,164,389	(3)	(3)	Common Stock	1,164,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERRANTE DOMENIC J C/O BROOKSIDE CAPITAL, LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BROOKSIDE CAPITAL MANAGEMENT LLC 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BROOKSIDE CAPITAL INVESTORS L P 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		
BROOKSIDE CAPITAL PARTNERS FUND LP 111 HUNTINGTON AVENUE BOSTON, MA 02199		X		

Signatures

/s/ Domenic J.
Ferrante

10/15/2007

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) On October 5, 2007, Brookside Capital Partners Fund, L.P. ("Brookside") purchased 600,000 shares of Common Stock in connection with the Issuer's initial public offering. This purchase settled upon closing of the Issuer's public offering on October 11, 2007.

Brookside Capital Investors, L.P. ("BCI LP"), is the sole general partner of Brookside. Brookside Capital Management, LLC ("BCM"), is the sole general partner of BCI LP. Mr. Domenic J. Ferrante is the sole managing member of BCM. By virtue of these relationships, BCI LP, BCM and Mr. Ferrante may each be deemed to beneficially own the securities held by Brookside. BCI LP, BCM and Mr. Ferrante disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein.
- (2) Includes 1,120,975 shares of Series C Convertible Preferred Stock and 1,164,389 shares of Series D Convertible Preferred Stock held by Brookside immediately prior to the Issuer's initial public offering. All outstanding shares of the Issuer's Preferred Stock were automatically converted into Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering, for no additional consideration.
- (3) Received pursuant to a cumulative stock dividend accumulated through September 14, 2007, at which time further accumulation ended, to holders of the Issuer's preferred stock upon the closing of the Issuer's initial public offering.
- (4)

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.