

CHP II LP
Form SC 13D/A
February 14, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 2) *

Alnylam Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title of Class of Securities)

02043Q107

(CUSIP Number)

John J. Park (609) 924-6452

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General Partner, Chief Financial Officer

Cardinal Partners, 600 Alexander Park, Princeton, New Jersey 08540

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

Copy to:

Andrew E. Taylor, Jr. (617) 248-5000

Choate, Hall & Stewart LLP, Two International Place, Boston, Massachusetts 02110

March 29, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240, Rule 13d-1(e), 240.13d-1(f) or 240.13D-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose 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).

13D

CUSIP No. 02043Q107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

CHP II, L.P.

IRSN: 22-3724466

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited partnership

7 SOLE VOTING POWER

NUMBER OF
SHARES

-0- shares

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

-0- shares

9 SOLE DISPOSITIVE POWER

EACH

REPORTING

-0- shares

10 SHARED DISPOSITIVE POWER

PERSON
WITH

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

13D

CUSIP No. 02043Q107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

CHP II Management LLC

IRS#: 22-3724464

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY

-0- shares

8 SHARED VOTING POWER

OWNED BY
EACH

-0- shares

9 SOLE DISPOSITIVE POWER

REPORTING
PERSON
WITH

-0- shares

10 SHARED DISPOSITIVE POWER

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

13D

CUSIP No. 02043Q107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

John K. Clarke

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

NUMBER OF SHARES 8,891 shares

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH -0- shares

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH 8,891 shares

10 SHARED DISPOSITIVE POWER

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,891 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

13D

CUSIP No. 02043Q107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Brandon H. Hull

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

NUMBER OF 7,307 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 7,307 shares

PERSON 10 SHARED DISPOSITIVE POWER

WITH

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,307 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

13D

CUSIP No. 02043Q107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

John J. Park

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

NUMBER OF 1,583 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,583 shares

10 SHARED DISPOSITIVE POWER

WITH

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,583 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

13D

CUSIP No. 02043Q107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Lisa M. Skeete Tatum

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States citizen

7 SOLE VOTING POWER

NUMBER OF 2,092 shares

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY -0- shares

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,092 shares

10 SHARED DISPOSITIVE POWER

WITH

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,092 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

This Amendment No. 2 to Schedule 13D (Amendment No. 2) amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (SEC) on July 21, 2004 (as amended by Amendment No. 1 to Schedule 13D filed with the SEC on February 15, 2006, the Statement), by (i) CHP II, L.P. (the Fund), (ii) CHP II Management LLC, the sole general partner of the Fund (the General Partner) and (iii) John K. Clarke, Brandon H. Hull, John J. Park and Lisa M. Skeete Tatum (collectively, the Managing Members), the managing members of the General Partner with respect to the common stock, \$0.0001 par value per share (the Common Stock), of Alynlam Pharmaceuticals, Inc., a Delaware corporation (the Issuer). The address of the Issuer 's principal executive office is 300 Third Street, Cambridge, MA 02142. All capitalized terms used but not defined herein shall have the same meanings given to them in the Statement.

Item 5. Interest in the Securities of the Issuer:

(e) On March 6, 2006 and March 29, 2006, the Fund distributed 700,000 and 691,870 shares of Common Stock, respectively, to its partners. After such distributions, the Fund held no shares of Common Stock of the Issuer and each reporting person ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer.

SCHEDULE 13D

Signature

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2007

CHP II, L.P.

By: CHP II Management LLC,

its Sole General Partner

By: /s/ John J. Park

John J. Park, Managing Member

CHP II MANAGEMENT LLC

By: /s/ John J. Park

John J. Park, Managing Member

By: /s/ John J. Park

John J. Park

By: _____ *

Brandon H. Hull

By: _____ *

John K. Clarke

By: _____ *

Lisa M. Skeete Tatum

/s/ John J. Park

John J. Park

As attorney-in-fact