

EPOCRATES INC

Form 3

February 01, 2011

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *GOLDMAN SACHS GROUP
INC

(Last) (First) (Middle)

200 WEST STREET

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/01/20113. Issuer Name and Ticker or Trading Symbol
EPOCRATES INC [EPOC]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. 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**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

3,017,274

I

See footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Edgar Filing: EPOCRATES INC - Form 3

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	12/16/2019	Common Stock	15,720 (2) \$ 10.17		I	See footnote (2)
Stock Option (right to buy)	Â (3)	10/27/2020	Common Stock	15,720 (3) \$ 13.36		I	See footnote (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â
GOLDMAN SACHS & CO 200 WEST STREET NEW YORK, NY 10282	Â	Â X	Â	Â

Signatures

/s/ Yvette Kosic,
Attorney-in-fact 02/01/2011

__Signature of Reporting Person Date

/s/ Yvette Kosic,
Attorney-in-fact 02/01/2011

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group") and Goldman, Sachs & Co. ("Goldman Sachs" and together with GS Group, the "Reporting Persons"). Goldman Sachs is a wholly-owned subsidiary of GS Group. Each Reporting Person (1) disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein. Goldman Sachs beneficially owns directly, and GS Group may be deemed to beneficially own indirectly, 3,017,274 shares of common stock, par value \$0.001 per share, of Epocrates, Inc. (the "Company").

Goldman Sachs and GS Group may be deemed to beneficially own 15,720 stock options that were granted to Darren W. Cohen, a managing director of Goldman Sachs who at the time of the grant was a director of the Company (the "Former Director"), in 2009 (2) pursuant to the Epocrates, Inc. 2008 Equity Incentive Plan (the "Plan"). The 15,720 shares subject to the stock option are fully vested and exercisable. The Former Director has an understanding with Goldman Sachs pursuant to which such shares are held for the benefit of Goldman Sachs.

Goldman Sachs and GS Group may be deemed to beneficially own 15,720 stock options that were granted to the Former Director in 2010 (3) pursuant to the Plan. The 15,720 shares subject to the stock option vest in equal monthly installments over one year from October 1, 2010. The Former Director has an understanding with Goldman Sachs pursuant to which such shares are held for the benefit of Goldman Sachs.

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.