

SUNESIS PHARMACEUTICALS INC
Form SC 13G/A
February 12, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Sunesis Pharmaceuticals, Inc.

(Name of issuer)

Common Stock

(Title of class of securities)

867328 50 2

(CUSIP number)

February 12, 2010

(Date of event which requires filing of this statement)

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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)

* 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 the purpose of Section 18 of the Securities Exchange Act of 1934 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).

1 Name of reporting persons.

I.R.S. Identification Nos. of above persons (entities only).

Bristol-Myers Squibb Company

22-0790350

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Citizenship or place of organization

Delaware

5 Sole voting power

Number of

shares 1,283,134
6 Shared voting power

beneficially

owned by 0
each 7 Sole dispositive power

reporting

person 1,283,134
8 Shared dispositive power
with

0

9 Aggregate amount beneficially owned by each reporting person

1,283,134

10 Check if the aggregate amount in Row (9) excludes certain shares (see instructions)* "

11 Percent of class represented by amount in Row (9)

3.7%

12 Type of reporting person*

CO

Item 1. (a) Name of issuer:

Sunesis Pharmaceuticals, Inc.

(b) Address of Issuer's Principal Executive Offices:

395 Oyster Point Boulevard, Suite 400

South San Francisco, CA 94080

Item 2. (a) Name of person filing:

Bristol-Myers Squibb Company

(b) Address of Principal Business Office or, if None, Residence:

345 Park Avenue

New York, New York 10154

(c) Citizenship:

Delaware

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

867328 50 2

Item 3. If this statement is filed pursuant to §§240.13d or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a) (6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a) (19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned:
1,283,134
- (b) Percent of class:
3.7%
- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
1,283,134
- (ii) Shared power to vote or to direct the vote:
0
- (iii) Sole power to dispose or to direct the disposition of:
1,283,134
- (iv) Shared power to dispose or to direct the disposition of:
0

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

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.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

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.

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.

Date: February 12, 2010

BRISTOL-MYERS SQUIBB COMPANY

By: /s/ SANDRA LEUNG
Name: **Sandra Leung**
Title: **Senior Vice President, General Counsel and
Corporate Secretary**