

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>ARCH VENTURE PARTNERS LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>XYCYE THERAPIES INC [ XCYT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/19/2004</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
8725 W HIGGINS RD STE 290			4. If Amendment, Date of Original Filed (Month/Day/Year) <b>03/22/2004</b>					
(Street) <b>CHICAGO IL 60631</b>								
(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	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(2)	03/19/2004		C		157,890 <sup>(1)(2)</sup>		03/19/2004	(13)	Common	28,707	\$0	0	I <sup>(2)</sup>	Footnote <sup>(2)</sup>
Series B Convertible Preferred Stock	(3)	03/19/2004		C		1,681,818 <sup>(1)(3)</sup>		03/19/2004	(13)	Common	305,785	\$0	0	I <sup>(3)</sup>	Footnote <sup>(3)</sup>
Series C Convertible Preferred Stock	(4)	03/19/2004		C		1,119,265 <sup>(1)(4)</sup>		03/19/2004	(13)	Common	203,502	\$0	0	I <sup>(4)</sup>	Footnote <sup>(4)</sup>
Series D Convertible Preferred Stock	(5)	03/19/2004		C		1,321,942 <sup>(1)(5)</sup>		03/19/2004	(13)	Common	240,352	\$0	0	I <sup>(5)</sup>	Footnote <sup>(5)</sup>
Series E Convertible Preferred Stock	(6)	03/19/2004		C		935,251 <sup>(1)(6)</sup>		03/19/2004	(13)	Common	170,045	\$0	0	I <sup>(6)</sup>	Footnote <sup>(6)</sup>
Warrants to purchase Series Series Convertible Preferred	(7)	03/19/2004		C		50,237 <sup>(1)(7)</sup>		03/19/2004	08/31/2007 <sup>(7)</sup>	Common	17,425	\$0	0	I <sup>(7)</sup>	Footnote <sup>(7)</sup>
Warrants to purchase Common Stock	(8)	03/19/2004		C		26,918 <sup>(1)(8)</sup>		03/19/2004	08/08/2005 <sup>(8)</sup>	Common	21,365	\$0	0	I <sup>(8)</sup>	Footnote <sup>(8)</sup>
Warrants to purchase Common Stock	(9)	03/19/2004		C		92,580 <sup>(1)(9)</sup>		03/19/2004	11/12/2006 <sup>(9)</sup>	Common	91,943	\$0	0	I <sup>(9)</sup>	Footnote <sup>(9)</sup>
6% Convertible Promissory Notes	(10)	03/19/2004		C		293,474 <sup>(1)(10)</sup>		03/19/2004	04/20/2004 <sup>(10)</sup>	Common	293,474	\$0	0	I <sup>(10)</sup>	Footnote <sup>(10)</sup>
6% Convertible Promissory Notes	(17)	03/19/2004		C		61,363 <sup>(1)(17)</sup>		03/19/2004	04/30/2004 <sup>(10)</sup>	Common	354,837	\$0	0	I <sup>(17)</sup>	Footnote <sup>(16)(17)</sup>
Series A Convertible Preferred Stock	(14)	03/19/2004		C		631,579 <sup>(1)(14)</sup>		03/19/2004	(13)	Common	114,832	\$0	0	I <sup>(14)</sup>	Footnote <sup>(14)</sup>
Series B Convertible Preferred Stock	(15)	03/19/2004		C		363,636 <sup>(1)(15)</sup>		03/19/2004	(13)	Common	66,115	\$0	0	I <sup>(15)</sup>	Footnote <sup>(15)</sup>
Series F Convertible Preferred Stock	(12)	03/19/2004		C		899,104 <sup>(1)(12)</sup>		03/19/2004	(13)	Common	163,473	\$0	0	I <sup>(12)</sup>	Footnote <sup>(12)</sup>

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrants to purchase Common Stock	(11)	03/19/2004		C			89,002 <sup>(1)(11)</sup>	03/19/2004	02/04/2007 <sup>(11)</sup>	Common	88,390	\$0	0	I <sup>(11)</sup>	Footnote <sup>(11)</sup>

**Explanation of Responses:**

- This filing amends the original filing made on March 22, 2004. On the original filing, the derivative securities were classified incorrectly as being acquired. This filing is being made to properly classify these securities as being disposed of by the reporting person.
- Represents 28,707 shares of common stock issued upon the automatic conversion of preferred stock upon the closing of Xcyte's initial public offering on March 19, 2004.
- Represents 305,785 shares of common stock issued upon the automatic conversion of preferred stock upon the closing of Xcyte's initial public offering on March 19, 2004.
- Represents 203,502 shares of common stock issued upon the automatic conversion of preferred stock upon the closing of Xcyte's initial public offering on March 19, 2004.
- Represents 240,352 shares of common stock issued upon the automatic conversion of preferred stock upon the closing of Xcyte's initial public offering on March 19, 2004.
- Represents 170,045 shares of common stock issued upon the automatic conversion of preferred stock upon the closing of Xcyte's initial public offering on March 19, 2004.
- Represents a warrant to purchase 50,237 shares of preferred stock, which shares automatically converted to common stock upon the close of initial public offering. Warrant is exercisable at the earlier of a close of an initial public offering or its expiration date.
- Represents a warrant to purchase 26,918 shares of common stock. Warrant is exercisable at the earlier of a close of an initial public offering or its expiration date.
- Represents a warrant to purchase 92,580 shares of common stock. Warrant is exercisable at the earlier of a close of an initial public offering or its expiration date.
- Represents promissory notes at 6% held by ARCH Venture Fund V, L.P. (AVFV), ARCH V Entrepreneurs Fund, L.P. (AVEF) and Healthcare Focus Fund, L.P. (HFF), each of which is an affiliated entity of the Reporting Person. Promissory notes were convertible into common stock anytime prior to the maturity date, April 30, 2004. Interest and principal automatically converted into shares of common stock at the close of the initial public offering at \$9.625 per share. AVFV, L.P. holds 212,008 shares of common stock upon conversion of promissory notes, AVEF holds 1,428 shares of common stock upon conversion of promissory notes, and HFF holds 80,038 shares of common stock upon conversion of promissory notes.
- Represents securities held by Healthcare Focus Fund, L.P., an affiliated entity of the Reporting Person. Warrant is exercisable at the earlier of a close on an initial public offering or its expiration date.
- Represents 163,473 shares of common stock issued upon the automatic conversion of preferred stock held by Healthcare Focus Fund, L.P., an affiliated entity of the Reporting Person upon the closing of Xcyte's initial public offering on March 19, 2004.
- These securities are preferred stock of Xcyte Therapies and do not have an expiration date. Each share of preferred stock automatically converted into one share of Xcyte's common stock upon the closing of Xcyte's initial public offering on March 19, 2004.
- Represents securities held by ARCH Venture Fund II, L.P., an affiliated entity of the Reporting Person. ARCH Venture Fund II, L.P. holds 114,832 shares of common stock issued upon the automatic conversion of preferred stock upon the closing of Xcyte's initial public offering on March 19, 2004.
- Represents securities held by ARCH Venture Fund II, L.P., an affiliated entity of the Reporting Person. ARCH Venture Fund II, L.P. holds 66,115 shares of common stock issued upon the automatic conversion of preferred stock upon the closing of Xcyte's initial public offering on March 19, 2004.
- Not used in order to conform with numbering of footnotes in original filing of March 22, 2004.
- Represents promissory notes at 6% held by ARCH Venture Fund III, L.P. Promissory notes were convertible into common stock anytime prior to the maturity date, April 30, 2004. Interest and principal automatically converted into shares of common stock at the close of the initial public offering at \$9.625 per share. The reporting person is the general partner of ARCH Venture Fund III, L.P., and disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such shares of common stock.

ARCH Venture Partners, LLC,

By: Keith Crandell, Managing

Director /S/ Keith Crandell

03/23/2004

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**