

Edgar Filing: PHARMION CORP - Form SC 13D/A

PHARMION CORP  
Form SC 13D/A  
October 08, 2004

=====

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1) \*

Pharmion Corporation

-----  
(Name of Issuer)

Common Stock, \$.001 par value

-----  
(Title of Class of Securities)

71715B 40 9

-----  
(CUSIP Number)

Louis S. Citron, Esq.  
New Enterprise Associates  
1119 St. Paul Street, Baltimore, MD 21202  
(410)246-2927

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

September 28, 2004

-----  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-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 the schedule, including all exhibits. See ss.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).

Edgar Filing: PHARMION CORP - Form SC 13D/A

Page 1 of 24 pages

CUSIP NO. 71715B 40 9

13D

PAGE 2 OF 24 PAGES

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

New Enterprise Associates 10, Limited Partnership

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)

WC

5 CHECK 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

0 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER

2,894,268 shares

EACH  
REPORTING  
PERSON

9 SOLE DISPOSITIVE POWER

0 shares

WITH

10 SHARED DISPOSITIVE POWER

2,894,268 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,894,268 shares

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

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

Edgar Filing: PHARMION CORP - Form SC 13D/A

9.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

Page 2 of 24 pages

CUSIP NO. 71715B 40 9

13D

PAGE 3 OF 24 PAGES

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

NEA Partners 10, Limited Partnership

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 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

0 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

2,908,738 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

2,908,738 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,908,738 shares

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

Edgar Filing: PHARMION CORP - Form SC 13D/A

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

9.5%

-----  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN  
=====

Page 3 of 24 pages

=====  
CUSIP NO. 71715B 40 9

13D

=====  
PAGE 4 OF 24 PAGES  
=====

-----  
1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Stewart Alsop II

-----  
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 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

0 shares

-----  
NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

8 SHARED VOTING POWER

2,908,738 shares

-----  
9 SOLE DISPOSITIVE POWER

0 shares

-----  
10 SHARED DISPOSITIVE POWER

2,908,738 shares

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,908,738 shares

Edgar Filing: PHARMION CORP - Form SC 13D/A

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

Page 4 of 24 pages

CUSIP NO. 71715B 40 9

13D

PAGE 5 OF 24 PAGES

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Michael James Barrett

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 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  
25,000 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

8 SHARED VOTING POWER  
2,908,738 shares

9 SOLE DISPOSITIVE POWER  
25,000 shares

10 SHARED DISPOSITIVE POWER  
2,908,738 shares

Edgar Filing: PHARMION CORP - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,933,738 shares

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

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

9.6%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 5 of 24 pages

CUSIP NO. 71715B 40 9

13D

PAGE 6 OF 24 PAGES

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Peter J. Barris

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 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

0 shares

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER

2,908,738 shares

EACH  
REPORTING  
PERSON

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

Edgar Filing: PHARMION CORP - Form SC 13D/A

2,908,738 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,908,738 shares

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

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

9.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 6 of 24 pages

CUSIP NO. 71715B 40 9

13D

PAGE 7 OF 24 PAGES

1 NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

C. Richard Kramlich

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 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

115 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING

8 SHARED VOTING POWER

2,908,738 shares

9 SOLE DISPOSITIVE POWER

Edgar Filing: PHARMION CORP - Form SC 13D/A

PERSON WITH 115 shares  
-----  
10 SHARED DISPOSITIVE POWER  
2,908,738 shares  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,908,853 shares  
-----  
12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)   
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.5%  
-----  
14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN  
=====

Page 7 of 24 pages

=====

CUSIP NO. 71715B 40 9	13D	PAGE 8 OF 24 PAGES
-----------------------	-----	--------------------

=====

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  
  
Peter T. Morris  
-----  
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 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  
  
0 shares  
-----  
NUMBER OF SHARES BENEFICIALLY 8 SHARED VOTING POWER  
2,908,738 shares



Edgar Filing: PHARMION CORP - Form SC 13D/A

OWNED BY -----  
EACH 9 SOLE DISPOSITIVE POWER  
REPORTING PERSON  
PERSON 0 shares  
WITH -----  
10 SHARED DISPOSITIVE POWER  
  
2,908,738 shares

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
2,908,738 shares  
-----

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

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
9.5%  
-----

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
  
IN

=====  
Page 8 of 24 pages  
=====

=====  
CUSIP NO. 71715B 40 9 13D PAGE 9 OF 24 PAGES  
=====

-----  
1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Charles W. Newhall III

-----  
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 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

1,149 shares  
-----

Edgar Filing: PHARMION CORP - Form SC 13D/A

NUMBER OF SHARES	8	SHARED VOTING POWER
BENEFICIALLY OWNED BY		2,909,887 shares
EACH	9	SOLE DISPOSITIVE POWER
REPORTING PERSON		1,149 shares
WITH	10	SHARED DISPOSITIVE POWER
		2,909,887 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,911,036 shares

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

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

9.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 9 of 24 pages

=====  
CUSIP NO. 71715B 40 9  
=====

13D

=====  
PAGE 10 OF 24 PAGES  
=====

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Mark W. Perry

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 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

Edgar Filing: PHARMION CORP - Form SC 13D/A

		0 shares
NUMBER OF	8	SHARED VOTING POWER
SHARES		
BENEFICIALLY		2,908,738 shares
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON		0 shares
WITH		
	10	SHARED DISPOSITIVE POWER
		2,908,738 shares

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,908,738 shares

-----

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

-----

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

9.5%

-----

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

=====

Page 10 of 24 pages

=====

CUSIP NO. 71715B 40 9

=====

13D

=====

PAGE 11 OF 24 PAGES

=====

-----

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Scott D. Sandell

-----

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

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Edgar Filing: PHARMION CORP - Form SC 13D/A

United States citizen

-----

	7	SOLE VOTING POWER
		0 shares
NUMBER OF	8	SHARED VOTING POWER
SHARES		2,908,738 shares
BENEFICIALLY		
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		0 shares
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
		2,908,738 shares

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,908,738 shares

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

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

9.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

Page 11 of 24 pages

=====  
CUSIP NO. 71715B 40 9  
=====

13D

=====  
PAGE 12 OF 24 PAGES  
=====

1 NAMES OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Eugene A. Trainor III

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

Edgar Filing: PHARMION CORP - Form SC 13D/A

-----	
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States citizen
-----	
	7 SOLE VOTING POWER
	0 shares
-----	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER
	2,908,738 shares
-----	
	9 SOLE DISPOSITIVE POWER
	0 shares
-----	
	10 SHARED DISPOSITIVE POWER
	2,908,738 shares
-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,908,738 shares
-----	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <span style="float: right;">[ ]</span>
-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	9.5%
-----	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	IN
=====	

Page 12 of 24 pages

Schedule 13D

Schedule 13D

Item 1. Security and Issuer.

-----  
 This statement relates to the Common Stock, \$.001 par value (the "Shares") of Pharmion Corporation (the "Issuer") having its principal executive office at 2525 28th Street, Boulder, Colorado 80301.

Item 2. Identity and Background.

-----  
 This statement is being filed by New Enterprise Associates 10, Limited Partnership ("NEA 10"), NEA Partners 10, Limited Partnership ("NEA Partners 10"), which is the sole general partner of NEA 10, and Stewart Alsop II ("Alsop"), Michael James Barrett ("Barrett"), Peter J. Barris ("Barris"), C. Richard Kramlich ("Kramlich"), Peter T. Morris ("Morris"), Charles W. Newhall III ("Newhall"), Mark W. Perry ("Perry"), Scott D. Sandell ("Sandell") and Eugene A. Trainor III ("Trainor"), (collectively, the "General Partners"). The General Partners are the individual general partners of NEA Partners 10. NEA 10,

## Edgar Filing: PHARMION CORP - Form SC 13D/A

NEA Partners 10 and the General Partners are sometimes referred to collectively herein as the "Reporting Persons."

The address of the principal business office of NEA 10, NEA Partners 10, Barrett, Newhall and Trainor is New Enterprise Associates, 1119 St. Paul Street, Baltimore, MD 21202. The address of the principal business office of Alsop, Kramlich, Morris, Perry and Sandell is New Enterprise Associates, 2490 Sand Hill Road, Menlo Park, California 94025. The address of the principal business office of Barris is New Enterprise Associates, 11951 Freedom Drive, Suite 1240, Reston, Virginia 20190.

The principal business of NEA 10 is to invest in and assist growth-oriented businesses located principally in the United States. The principal business of NEA Partners 10 is to act as the sole general partner of NEA 10. The principal business of each of the General Partners is to act as a general partner of NEA Partners 10 and a number of affiliated partnerships with similar businesses.

During the five years prior to the date hereof, none of the Reporting Persons has been convicted in a criminal proceeding or has been a party to a civil proceeding ending in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Each of NEA 10 and NEA Partners 10 is a limited partnership organized under the laws of the State of Delaware. Each of the General Partners is a United States citizen.

Item 3. Source and Amount of Funds or Other Consideration.  
-----

Not applicable.

Item 4. Purpose of Transaction.  
-----

On September 28, 2004, NEA 10 distributed 1,447,000 shares of Pharmion Corporation Common Stock to its partners, including 14,470 shares to NEA Partners 10 (the "NEA Partners 10 Record Shares"). As a result of the distribution, NEA 10 now holds 2,894,268 shares of Common Stock (the "NEA 10 Record Shares") and NEA Partners 10 holds 14,470 shares of Common Stock. All Reporting Persons, except NEA 10 and NEA Partners 10, disclaim beneficial ownership of the NEA 10 Record Shares and the NEA Partners 10 Record Shares. NEA 10 disclaims beneficial ownership of the NEA Partners 10 Record Shares. NEA Partners 10 disclaims beneficial ownership of the NEA 10 Record Shares.

Page 13 of 24 pages

In connection with his service on the Issuer's Board of Directors, Barrett has been granted options to purchase 25,000 shares of the Issuer's Common Stock, all of which may be exercised within 60 days of the date hereof.

NEA 10 acquired the Record Shares for investment purposes. Depending on market conditions, its continuing evaluation of the business and prospects of the Issuer and other factors, NEA 10 and other Reporting Persons may dispose of or acquire additional Shares of the Issuer. Barrett is a member of the Board of Directors. Except as set forth above, none of the Reporting Persons has any present plans which relate to or would result in:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;

Edgar Filing: PHARMION CORP - Form SC 13D/A

- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g) (4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

- 
- (a) NEA 10 is the record owner of 2,894,268 shares of Common Stock. As the sole general partner of NEA 10, NEA Partners 10 may be deemed to own beneficially the NEA 10 Record Shares. As the individual general partners of NEA Partners 10, each of the General Partners also may be deemed to own beneficially the NEA 10 Record Shares.

NEA Partners 10 is the record owner of 14,470 shares of Common Stock. As the individual general partners of NEA Partners 10, each of the General Partners also may be deemed to own beneficially the NEA Partners 10 Record Shares.

NEA 10 may be deemed to own beneficially 9.4% of the Issuer's Common Stock. NEA Partners 10, Alsop, Barris, Kramlich, Morris, Newhall, Sandell, Perry and Trainor may be deemed to own beneficially 9.5% of the Issuer's Common Stock. Barrett may be

Page 14 of 24 pages

deemed to own beneficially 9.6% of the Issuer's Common Stock, which percentages are calculated based upon 30,689,315 shares reported to be outstanding in the Issuer's Quarterly Report on Form 10-Q which was filed on August 13, 2004 with the

Edgar Filing: PHARMION CORP - Form SC 13D/A

Securities and Exchange Commission. Each of the Reporting Persons, except NEA 10, disclaims beneficial ownership of the NEA 10 Record Shares. Each of the Reporting Persons, except NEA Partners 10, disclaims beneficial ownership of the NEA Partners 10 Record Shares. Newhall disclaims beneficial ownership of the 1,149 shares of Common Stock held of record by his wife, Amy L. Newhall.

- (b) Regarding the number of shares as to which such person has:
- (i) sole power to vote or to direct the vote:  
0 shares for the following Reporting Persons: NEA 10, NEA Partners 10, Alsop, Barris, Morris, Sandell, Perry and Trainor. 25,000 shares for Barrett. 1,149 shares for Newhall. 115 shares for Kramlich
  - (ii) shared power to vote or to direct the vote:  
2,908,738 shares for each Reporting Person, except for NEA 10 and Newhall. 2,894,268 shares for NEA 10. 2,909,887 shares for Newhall.
  - (iii) sole power to dispose or to direct the disposition:  
0 shares for the following Reporting Persons: NEA 10, NEA Partners 10, Alsop, Barris, Morris, Sandell, Perry and Trainor. 25,000 shares for Barrett. 1,149 shares for Newhall. 115 shares for Kramlich
  - (iv) shared power to dispose or to direct the disposition:  
2,908,738 shares for each Reporting Person, except for NEA 10 and Newhall. 2,894,268 shares for NEA 10. 2,909,887 shares for Newhall.
- (c) Except as set forth above, none of the Reporting Persons has effected any transaction in the Common Stock during the last 60 days.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, shares beneficially owned by any of the Reporting Persons.
- (e) Nancy L. Dorman retired as a General Partner of NEA Partners 10 on June 1, 2004. Ronald H. Kase retired as a General Partner of NEA Partners 10 on January 1, 2004. Thomas C. McConnell retired as a General Partner of NEA Partners 10 on May 31, 2004. As a result of the above-mentioned retirements, Dorman, Kase and McConnell ceased to own beneficially five percent (5%) or more of the Issuer's Common Stock.

Item 6. Contracts, Arrangements, Undertakings or Relationships with Respect to Securities of the Issuer.  
-----

Not applicable.



Edgar Filing: PHARMION CORP - Form SC 13D/A

Item 7. Material to be Filed as Exhibits.  
-----

Exhibit 1 - Agreement regarding filing of joint Schedule 13D.

Exhibit 2 - Powers of Attorney regarding Schedule 13D filings.

Page 16 of 24 pages

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.

Date: October 8, 2004

NEW ENTERPRISE ASSOCIATES 10,  
LIMITED PARTNERSHIP

Edgar Filing: PHARMION CORP - Form SC 13D/A

By: NEA PARTNERS 10, LIMITED PARTNERSHIP  
General Partner

By: /s/ Eugene A. Trainor, III  
-----

Eugene A. Trainor, III  
General Partner

NEA PARTNERS 10, LIMITED PARTNERSHIP

By: /s/ Eugene A. Trainor, III  
-----

Eugene A. Trainor, III  
General Partner

\*

-----  
Stewart Alsop II

\*

-----  
Michael James Barrett

\*

-----  
Peter J. Barris

\*

-----  
C. Richard Kramlich

\*

-----  
Peter T. Morris

\*

-----  
Charles W. Newhall III

Page 17 of 24 pages

\*

-----  
Mark W. Perry

\*

-----  
Scott D. Sandell

\*

-----  
Eugene A. Trainor III

\*/s/ Louis S. Citron

-----  
Louis S. Citron  
As attorney-in-fact

Page 18 of 24 pages

EXHIBIT 1

-----  
AGREEMENT

Pursuant to Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13D need be filed with respect to the ownership by each of the undersigned of shares of stock of Pharmion Corporation.

EXECUTED this 8th day of October, 2004.

NEW ENTERPRISE ASSOCIATES 10,  
LIMITED PARTNERSHIP

NEW ENTERPRISE ASSOCIATES 10,  
LIMITED PARTNERSHIP

By: NEA PARTNERS 10, LIMITED PARTNERSHIP  
General Partner

By: /s/ Eugene A. Trainor, III

-----  
Eugene A. Trainor, III  
General Partner

Edgar Filing: PHARMION CORP - Form SC 13D/A

NEA PARTNERS 10, LIMITED PARTNERSHIP

By: /s/ Eugene A. Trainor, III

-----  
Eugene A. Trainor, III  
General Partner

\*

-----  
Stewart Alsop II

\*

-----  
Michael James Barrett

\*

-----  
Peter J. Barris

\*

-----  
C. Richard Kramlich

\*

-----  
Thomas C. McConnell

\*

-----  
Peter T. Morris

\*

-----  
Charles W. Newhall III

Page 19 of 24 pages

\*

-----  
Mark W. Perry

\*

-----  
Scott D. Sandell

\*

-----  
Eugene A. Trainor III

Edgar Filing: PHARMION CORP - Form SC 13D/A

\*/s/ Louis S. Citron

-----  
Louis S. Citron  
As attorney-in-fact

This Schedule 13D was executed by Louis S. Citron on behalf of the individuals listed above pursuant to a Power of Attorney which is being filed with the Securities and Exchange Commission with this Schedule 13D filing for Pharmion Corporation and said Power of Attorney is incorporated herein by reference and a copy of which is attached as Exhibit 2.

Page 20 of 24 pages

EXHIBIT 2  
-----

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Nancy L. Dorman, Charles W. Newhall III, Louis S. Citron and Eugene A. Trainor III, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 1st day of January, 2001.

Edgar Filing: PHARMION CORP - Form SC 13D/A

/s/ Stewart Alsop II

-----  
Stewart Alsop II

/s/ Peter J. Barris

-----  
Peter J. Barris

/s/ Nancy L. Dorman

-----  
Nancy L. Dorman

/s/ Ronald Kase

-----  
Ronald Kase

/s/ C. Richard Kramlich

-----  
C. Richard Kramlich

/s/ Arthur J. Marks

-----  
Arthur J. Marks

/s/ Thomas C. McConnell

-----  
Thomas C. McConnell

/s/ Peter T. Morris

-----  
Peter T. Morris

Page 21 of 24 pages

/s/ John M. Nehra

-----  
John M. Nehra

/s/ Charles W. Newhall III

-----  
Charles W. Newhall III

/s/ Mark W. Perry

-----  
Mark W. Perry

/s/ Scott D. Sandell

-----  
Scott D. Sandell

Page 22 of 24 pages

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Nancy L. Dorman, Charles W. Newhall III, Louis S. Citron and Eugene A. Trainor III, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 19th day of October, 2001.

/s/ Michael James Barrett

-----  
Michael James Barrett

Page 23 of 24 pages

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby constitutes and appoints Nancy L. Dorman, Charles W. Newhall III and Louis S. Citron, and each of them, with full power to act without the others, his true and lawful attorney-in-fact, with full power of substitution, to sign any and all instruments, certificates and documents that may be necessary, desirable or appropriate to be executed on behalf of himself as an individual or in his capacity as a general partner of any partnership, pursuant to section 13 or 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, Inc., granting unto said attorney-in-fact full power and authority to do and perform each and every act and thing necessary, desirable or appropriate, fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that said attorney-in-fact, or his substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 21st day of April, 2002.

/s/ Eugene A. Trainor III

-----  
Eugene A. Trainor III

Page 24 of 24 pages