

VICAL INC
Form SC 13G/A
June 12, 2009

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

VICAL INCORPORATED

(Name of Issuer)

Common Stock, \$0.01 per value

(Title of Class of Securities)

925602104

(CUSIP Number)

June 11, 2009

(Date of Event Which Requires Filing of this Statement)

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 (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).

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Exhibit Index

EX-1 Joint Filing Agreement

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CUSIP No. 925602104

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1 NAMES OF REPORTING PERSONS
TEMASEK HOLDINGS (PRIVATE) LIMITED

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
REPUBLIC OF SINGAPORE

5 SOLE VOTING POWER

NUMBER OF

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
2,920,224*

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER

WITH: **8** SHARED DISPOSITIVE POWER
2,920,224*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,920,224*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.0% AS AT JUNE 11, 2009

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

* SEE ITEM 4 OF SCHEDULE

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1 NAMES OF REPORTING PERSONS
FULLERTON MANAGEMENT PTE LTD

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

2
(a)
(b)

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
REPUBLIC OF SINGAPORE

5 SOLE VOTING POWER

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HC

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1 NAMES OF REPORTING PERSONS
TEMASEK LIFE SCIENCES PRIVATE LIMITED

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
REPUBLIC OF SINGAPORE

5 SOLE VOTING POWER

NUMBER OF

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
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HC

* SEE ITEM 4 OF SCHEDULE

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CUSIP No. 925602104

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1 NAMES OF REPORTING PERSONS
V-SCIENCES INVESTMENTS PTE LTD

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

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
REPUBLIC OF SINGAPORE

5 SOLE VOTING POWER
NUMBER OF 2,920,224*

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 2,920,224*

8 SHARED DISPOSITIVE POWER
WITH:

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2,920,224*

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HC

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ITEM 1(a). NAME OF ISSUER

The name of the issuer is VICAL INCORPORATED, a company organized under the laws of the State of Delaware (the Issuer).

ITEM 1(b). ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES

The principal executive offices of the Issuer are located at 10390 Pacific Center Court, San Diego, California 92121.

ITEM 2(a). NAME OF PERSON FILING

The persons filing this Statement are (i) Temasek Holdings (Private) Limited (Temasek), a company organized under the laws of the Republic of Singapore, (ii) Fullerton Management Pte Ltd, a company organized under the laws of the Republic of Singapore (Fullerton) and a wholly-owned subsidiary of Temasek, (iii) Temasek Life Sciences Private Limited, a company organized under the laws of the Republic of Singapore (Temasek Life Sciences) and a wholly-owned subsidiary of Fullerton and (iv) V-Sciences Investments Pte Ltd (V-Sciences), a company organized under the laws of the Republic of Singapore and a wholly-owned subsidiary of Temasek Life Sciences.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the principal business office of Temasek, Fullerton, Temasek Life Sciences and V-Sciences is 60B Orchard Road, #06-18 Tower 2, The Atrium@Orchard, Singapore 238891.

ITEM 2(c). CITIZENSHIP

Temasek, Fullerton, Temasek Life Sciences and V-Sciences are all companies organized under the laws of the Republic of Singapore.

ITEM 2(d). TITLE OF CLASS OF SECURITIES

This information statement relates to the shares of common stock, par value \$0.01 per share, of the Issuer (Shares).

ITEM 2(e). CUSIP NUMBER

The CUSIP number of the Shares is 925602104.

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable as this Schedule is filed pursuant to Rule 13d-1(c).

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

V-Sciences directly owns 2,920,224 Shares as at June 11, 2009. As noted in Item 2(a) above, V-Sciences is wholly-owned by Temasek Life Sciences, which in turn is wholly-owned by Fullerton, which in turn is wholly-owned by Temasek and therefore Temasek Life Sciences, Fullerton and Temasek may be deemed to beneficially own the Shares directly owned by V-Sciences.

As described above, Temasek, Fullerton and Temasek Life Sciences may be deemed to beneficially own 2,920,224 Shares as at June 11, 2009.

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(b) Percent of class:

The Shares that may be deemed to be beneficially owned by Temasek, Fullerton and Temasek Life Sciences constitute approximately 6.0% of the Shares outstanding as at June 11, 2009.

The Shares directly owned by V-Sciences constitute approximately 6.0% of the Shares outstanding as at June 11, 2009.

(c) Number of shares as to which such person has:

With respect to the shared power to vote, or to direct the vote, and to dispose, or to direct the disposition of, the Shares please see Item 4(a) above regarding qualifications as to beneficial ownership.

(i) Sole power to vote or to direct the vote

V-Sciences: 2,920,224 Shares

(ii) Shared power to vote or to direct the vote

Temasek: 2,920,224 Shares; Fullerton 2,920,224 Shares; Temasek Life Sciences: 2,920,224 Shares

(iii) Sole power to dispose or to direct the disposition

V-Sciences: 2,920,224 Shares

(iv) Shared power to dispose or to direct the disposition of

Temasek: 2,920,224 Shares; Fullerton 2,920,224 Shares; Temasek Life Sciences: 2,920,224 Shares

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

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 OR CONTROL PERSON

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.

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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.

Dated: June 12, 2009

**TEMASEK HOLDINGS
(PRIVATE) LIMITED**

By: /s/ Lena Chia Yue Joo
Name: Lena Chia Yue Joo
Title: Managing Director, Legal &
Regulations

Dated: June 12, 2009

FULLERTON MANAGEMENT PTE LTD

By: /s/ Lena Chia Yue Joo
Name: Lena Chia Yue Joo
Title: Director

Dated: June 12, 2009

**TEMASEK LIFE SCIENCES PRIVATE
LIMITED**

By: /s/ Goh Yong Siang
Name: Goh Yong Siang
Title: Director

Dated: June 12, 2009

V-SCIENCES INVESTMENTS PTE LTD

By: /s/ Choo Soo Shen Christina
Name: Choo Soo Shen Christina
Title: Director

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Exhibit Index

Exhibit 1 Joint Filing Agreement, dated June 12, 2009, among Temasek Holdings (Private) Limited, Fullerton Management Pte Ltd, Temasek Life Sciences Private Limited and V-Sciences Investments Pte Ltd.