

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

SCHEDULE 13G
(Rule 13d-1)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 3)*

SONUS PHARMACEUTICALS, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

835692104
(CUSIP Number)

December 8, 1999
(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)
- /X/ 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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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Aperture Associates, L.P.
94-3128732

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a) / /
- (b) /x/

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(5) SOLE VOTING POWER
408,099

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(6) SHARED VOTING POWER
0

(7) SOLE DISPOSITIVE POWER
408,099

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

408,099

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /

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

4.5%

(12) TYPE OF REPORTING PERSON*

PN

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Horsley Bridge Partners, Inc.
16-1193261

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) /x/

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(5) SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(6) SHARED VOTING POWER
647,524

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER
647,524

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

647,524

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /

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

7.2%

(12) TYPE OF REPORTING PERSON*

IA, CO

CUSIP No. 835692104

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Aperture Partners, L.P.
94-3128731

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) /x/

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(5) SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (6) SHARED VOTING POWER
408,099

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER
408,099

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

408,099

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /

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

4.5%

(12) TYPE OF REPORTING PERSON*

PN

CUSIP No. 835692104

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

S. Phillip Horsley

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) /x/

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

(5) SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH (6) SHARED VOTING POWER
647,524

(7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER
647,524

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

647,524

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /

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

7.2%

(12) TYPE OF REPORTING PERSON*

IN

CUSIP No. 835692104

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Gary L. Bridge

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) /x/

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

(5) SOLE VOTING POWER
0

NUMBER OF SHARES (6) SHARED VOTING POWER
BENEFICIALLY OWNED BY 647,524
EACH REPORTING PERSON
WITH (7) SOLE DISPOSITIVE POWER

0

(8) SHARED DISPOSITIVE POWER
647,524

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

647,524

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES* / /

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

7.2%

(12) TYPE OF REPORTING PERSON*

IN

CUSIP No. 835692104

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

N. Dan Reeve

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
Instructions)

(a) / /
(b) /x/

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

(5) SOLE VOTING POWER
1,500

| | | |
|-----------------------|-----|--------------------------|
| NUMBER OF SHARES | (6) | SHARED VOTING POWER |
| BENEFICIALLY OWNED BY | | 408,099 |
| EACH REPORTING PERSON | | |
| WITH | (7) | SOLE DISPOSITIVE POWER |
| | | 1,500 |
| | (8) | SHARED DISPOSITIVE POWER |
| | | 408,099 |

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

409,599

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* / /

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

4.6%

(12) TYPE OF REPORTING PERSON*

IN

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ITEM 1.

- (a) NAME OF ISSUER. Sonus Pharmaceuticals, Inc.
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES.

22026 20th Avenue Southeast
Suite 102
Bothell, Washington 98021

ITEM 2.

- (a) NAME OF PERSON FILING.

Pursuant to Rule 13d-1(f)(1) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby file this Schedule 13G Amendment No. 3 on behalf of Aperture Associates, L.P. ("Aperture"), Horsley Bridge Partners, Inc. ("HBP"), Aperture Partners, L.P. ("Aperture Partners"), S. Phillip Horsley ("Horsley"), Gary L. Bridge ("Bridge") and N. Dan Reeve ("Reeve"). Aperture, HBP, Aperture Partners, Horsley, Bridge and Reeve are sometimes hereinafter collectively referred to as the "Reporting Persons."

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

The principal business office of each of the Reporting Persons is:

505 Montgomery Street
San Francisco, California 94111

- (c) CITIZENSHIP.

Each of Aperture, HBP and Aperture Partners is organized in the State of Delaware.

Each of Horsley, Bridge and Reeve is a citizen of the U.S.A.

- (d) TITLE OF CLASS OF SECURITY.

Common Stock

- (e) CUSIP NUMBER.

835692104

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ITEM 3.

Not applicable.

ITEM 4. OWNERSHIP.

With respect to Aperture:

- (a) Amount Beneficially Owned: 408,099
- (b) Percent of Class: 4.5%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 408,099
 - (ii) shared power to vote or to direct the vote: None
 - (iii) sole power to dispose or to direct the disposition of: 408,099
 - (iv) shared power to dispose or to direct the disposition of: None

With respect to Aperture Partners:

- (a) Amount Beneficially Owned: 408,099
- (b) Percent of Class: 4.5%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: None
 - (ii) shared power to vote or to direct the vote: 408,099
 - (iii) sole power to dispose or to direct the disposition of: None
 - (iv) shared power to dispose or to direct the disposition of: 408,099

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With respect to HBP, Horsley and Bridge:

- (a) Amount Beneficially Owned: 647,524
- (b) Percent of Class: 7.2%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: None
 - (ii) shared power to vote or to direct the vote: 647,524
 - (iii) sole power to dispose or to direct the disposition of: None
 - (iv) shared power to dispose or to direct the disposition of: 647,524

With respect to Reeve:

- (a) Amount Beneficially Owned: 409,599
- (b) Percent of Class: 4.6%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 1,500
 - (ii) shared power to vote or

| | | |
|-------|--|---------|
| | to direct the vote: | 408,099 |
| (iii) | sole power to dispose or to direct the disposition of: | 1,500 |
| (iv) | shared power to dispose or to direct the disposition of: | 408,099 |

This statement relates to shares of Common Stock and warrants of the Issuer which are held by Aperture, Horsley Bridge Fund I, L.P., a New York limited partnership ("HB Fund I"), Horsley Bridge Fund II, L.P., a Delaware limited partnership ("HB Fund II"), Horsley Bridge Fund III, L.P., a Delaware limited partnership ("HB Fund III"), and the John Deere Pension Trust ("Deere").

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The power to vote or to direct the vote and to dispose or to direct the disposition of Common Stock held by Aperture is exercised by the general partners of Aperture through a Management Committee comprised of Horsley, Bridge and Reeve. The power to vote or to direct the vote and to dispose or to direct the disposition of Common Stock held by HB Fund I, HB Fund II, HB Fund III and Deere is vested in HBP pursuant to a combination of management and partnership agreements. Horsley and Bridge, the trustees of certain family trusts which own all of the stock of HBP and are the directors of HBP, may be deemed to share the voting and dispositive power held by HBP. Mr. Horsley and Mr. Bridge also may be deemed to share voting and dispositive power because of their status as general partners of other partnerships which serve as general partners of Aperture, HB Fund I, HB Fund II and HB Fund III.

Pursuant to Rule 13d-4 of Regulation 13D-G of the General Rules and Regulations under the Act: Aperture Partners, Horsley, Bridge and Reeve each disclaim beneficial ownership of the Common Stock of the Issuer owned by Aperture; Horsley and Bridge each disclaim beneficial ownership of the Common Stock of the Issuer owned by HB Fund I, HB Fund II, HB Fund III and Deere; and the filing of this Statement by such Reporting Persons shall not be construed as an admission that such Reporting Persons are, for the purposes of Section 13(d) or 13(g) of the Act, beneficial owners of such Common Stock.

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

Aperture, Aperture Partners and Reeve no longer beneficially own more than five percent of the outstanding Common Stock. Not applicable with respect to the other Reporting Persons.

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.

Not applicable.

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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: February 11, 2000 APERTURE ASSOCIATES, L.P.

By: Horsley Bridge Partners, Inc.

Its: General Partner

By: /s/ Phillip Horsley

Phillip Horsley
Its: President

HORSLEY BRIDGE PARTNERS, INC.

By: /s/ Phillip Horsley

Phillip Horsley
Its: President

APERTURE PARTNERS, L.P.

By: /s/ Phillip Horsley

Phillip Horsley
Its: General Partner

/s/ Phillip Horsley

PHILLIP HORSLEY

/s/ Gary L. Bridge

GARY L. BRIDGE

/s/ N. Dan Reeve

N. DAN REEVE

EXHIBIT A

Pursuant to Rule 13d-1(f)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agree that the statement to which this Exhibit is attached is filed on behalf of each of them.

Dated: February 11, 2000 APERTURE ASSOCIATES, L.P.

By: Horsley Bridge Partners, Inc.
Its: General Partner

By: /s/ Phillip Horsley

Phillip Horsley
Its: President

HORSLEY BRIDGE PARTNERS, INC.

By: /s/ Phillip Horsley

Phillip Horsley
Its: President

APERTURE PARTNERS, L.P.

By: /s/ Phillip Horsley

Phillip Horsley
Its: General Partner

/s/ Phillip Horsley

PHILLIP HORSLEY

/s/ Gary L. Bridge

GARY L. BRIDGE

/s/ N. Dan Reeve

N. DAN REEVE