

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

SONUS PHARMACEUTICALS, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

835692104
(CUSIP Number)

*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).

CUSIP No. 835692104

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(1) NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Aperture Associates, L.P.
94-3128732

(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

Delaware

(5) SOLE VOTING POWER
448,334

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

(6) SHARED VOTING POWER
0

WITH

(7) SOLE DISPOSITIVE POWER
448,334

(8) SHARED DISPOSITIVE POWER
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

448,334

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

/ /

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

5.2%

(12) TYPE OF REPORTING PERSON*

PN

CUSIP No. 835692104

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(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

Horsley Bridge Partners, Inc.
16-1193261

(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

Delaware

(5) SOLE VOTING POWER
0

NUMBER OF SHARES (6) SHARED VOTING POWER
BENEFICIALLY OWNED BY 574,783
EACH REPORTING PERSON

WITH (7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER
574,783

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

574,783

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

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

6.7%

(12) TYPE OF REPORTING PERSON*

IA, CO

CUSIP No. 835692104

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(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

Kevin P. Wright
###-##-####

(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
0

NUMBER OF SHARES (6) SHARED VOTING POWER

BENEFICIALLY OWNED BY 448,334
EACH REPORTING PERSON-----
WITH (7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER
448,334

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PERSON

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SHARES* / /

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5.2%

(12) TYPE OF REPORTING PERSON*

IN

CUSIP No. 835692104

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(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

Aperture Partners, L.P.
94-3128731

(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

Delaware

(5) SOLE VOTING POWER
0

NUMBER OF SHARES (6) SHARED VOTING POWER
BENEFICIALLY OWNED BY 448,334
EACH REPORTING PERSON-----

WITH (7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER
448,334

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SHARES* / /

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5.2%

(12) TYPE OF REPORTING PERSON*

PN

CUSIP No. 835692104

Page 6 of 15 pages

(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION

NO. OF ABOVE PERSON

S. Phillip Horsley
###-##-####

(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
0

NUMBER OF SHARES (6) SHARED VOTING POWER
BENEFICIALLY OWNED BY 574,783
EACH REPORTING PERSON

WITH (7) SOLE DISPOSITIVE POWER
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(8) SHARED DISPOSITIVE POWER
574,783

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574,783

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SHARES* / /

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

6.7%

(12) TYPE OF REPORTING PERSON*

IN

CUSIP No. 835692104

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(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

Gary L. Bridge
###-##-####

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

(a) / /
(b) /x/

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

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BENEFICIALLY OWNED BY 574,783
EACH REPORTING PERSON

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(8) SHARED DISPOSITIVE POWER
574,783

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PERSON

574,783

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

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

6.7%

(12) TYPE OF REPORTING PERSON*

IN

CUSIP No. 835692104

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(1) NAME OF REPORTING PERSON S.S. or I.R.S. IDENTIFICATION
NO. OF ABOVE PERSON

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
0

NUMBER OF SHARES (6) SHARED VOTING POWER
BENEFICIALLY OWNED BY 448,334
EACH REPORTING PERSON

WITH (7) SOLE DISPOSITIVE POWER
0

(8) SHARED DISPOSITIVE POWER
448,334

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PERSON

448,334

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

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

5.2%

(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. 1 on behalf of Aperture Associates, L.P. ("Aperture"), Horsley Bridge Partners, Inc. ("HBP"), Kevin P. Wright ("Wright"), Aperture Partners, L.P. ("Aperture Partners"), S. Phillip Horsley ("Horsley"), Gary L. Bridge ("Bridge") and N. Dan Reeve ("Reeve"). Aperture, HBP, Wright, 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 Aperture, HBP, Aperture Partners, Horsley, Bridge and Reeve is:

505 Montgomery Street
San Francisco, California 94111

The principal business office of Wright is:

Venture Capital Development
Eastman Kodak Company
Building 83, Room 716
1999 Lake Avenue
Rochester, New York 14650

(c) CITIZENSHIP.

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

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

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(d) TITLE OF CLASS OF SECURITY.

Common Stock

(e) CUSIP NUMBER.

835692104

ITEM 3.

Not applicable.

ITEM 4. OWNERSHIP.

With respect to Aperture:

- | | |
|---|---------|
| (a) Amount Beneficially Owned: | 448,334 |
| (b) Percent of Class: | 5.2% |
| (c) Number of shares as to which such person has: | |
| (i) sole power to vote or to direct the vote: | 448,334 |
| (ii) shared power to vote or to direct the vote: | None |
| (iii) sole power to dispose or to direct the disposition of: | 448,334 |
| (iv) shared power to dispose or to direct the disposition of: | None |

With respect to Wright, Aperture Partners and Reeve:

- | | |
|---|---------|
| (a) Amount Beneficially Owned: | 448,334 |
| (b) Percent of Class: | 5.2% |
| (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: 448,334

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(iii) sole power to dispose
or to direct the
disposition of: None

(iv) shared power to dispose
or to direct the
disposition of: 448,334

With respect to HBP, Horsley and Bridge:

(a) Amount Beneficially Owned: 574,783

(b) Percent of Class: 6.7%

(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: 574,783

(iii) sole power to dispose
or to direct the
disposition of: None

(iv) shared power to dispose
or to direct the
disposition of: 574,783

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

HBP, Wright and Aperture Partners are the general partners of Aperture. The power to vote or to direct the vote and to dispose or to direct the disposition of such Common Stock is exercised by the general partners of Aperture through a Management Committee comprised of Wright, Horsley, Bridge and Reeve. Horsley and Bridge are the trustees of certain family trusts which own all of the stock of HBP and are the directors of HBP. In addition, Horsley and Bridge are two of the three general partners of Aperture Partners. Reeve is an employee of HBP and is the third general partner of Aperture Partners.

HBP and HBF Partners II, L.P., a Delaware limited partnership, are the general partners of HB Fund II. Mr. Horsley and Mr. Bridge are the general partners of HBF Partners II, L.P. The power to vote or to direct the voting and to dispose or to direct the disposition of the Common Stock held by HB Fund II is held by HBP, which acts as the Managing General Partner of HB

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Fund II pursuant to the terms of the Partnership Agreement. Mr. Horsley and Mr. Bridge, who are 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 such voting and dispositive power because of their status as general partners of HBF Partners II, L.P., which also serves as a general partner of HB Fund II.

The business address of HB Fund II and HBF Partners II, L.P. is: 505 Montgomery Street, San Francisco, California 94111.

As of December 31, 1996, Aperture owned 395,976 shares of Common Stock of Sonus Pharmaceuticals, Inc. and warrants, which were then exercisable, for the purchase of an additional 52,358 shares of Common Stock of Sonus Pharmaceuticals, Inc. These holdings have previously been reported on a Schedule 13G filed with the Securities and Exchange Commission on January 24, 1996.

The subsequent acquisitions of Common Stock of the Issuer that are being reported pursuant to this statement on Schedule 13G were not cash purchases, but rather were the result of the receipt of 126,449 shares of Common Stock of the Issuer by HB Fund II in a distribution from Enterprise Partners II, L.P., a limited partnership in which HB Fund II is a limited partner.

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 II; 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.

Not Applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

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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. CERTIFICATION.

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 13, 1997 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

/S/ KEVIN P. WRIGHT
KEVIN P. WRIGHT

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.

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

/S/ KEVIN P. WRIGHT
KEVIN P. WRIGHT

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