

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

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)(1)

AVANT IMMUNOTHERAPEUTICS, INC.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

053491106

(CUSIP Number)

December 31, 1998

(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)

(1) 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).

(Continued on following page(s))
Page 1 of 20 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

HealthCare Ventures II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,318,706

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,318,706

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,318,706

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.4%

12 TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON
 HealthCare Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH

6 SHARED VOTING POWER

2,318,706

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,318,706

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,318,706

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 5.4%

12 TYPE OF REPORTING PERSON*
 PN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

HealthCare Ventures III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,046,908

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,046,908

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,046,908

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.7%

12 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

HealthCare Partners III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,046,908

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,046,908

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,046,908

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.7%

12 TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

HealthCare Ventures IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

601,099

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

601,099

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

601,099

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.4%

12 TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

HealthCare Partners IV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

601,099

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

601,099

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

601,099

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.4%

12 TYPE OF REPORTING PERSON*

PN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

James H. Cavanaugh, Ph.D.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

4,966,714

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

4,966,714

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,966,714

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.5%

12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

Harold R. Werner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

4,966,714

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

4,966,714

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,966,714

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.5%

12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

William Crouse

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

4,966,714

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

4,966,714

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,966,714

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.5%

12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

John W. Littlechild

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

4,966,714

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

4,966,714

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,966,714

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.5%

12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NUMBER OF ABOVE PERSON

Mark Leschly

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

2,648,008

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

2,648,008

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,648,008

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.1%

12 TYPE OF REPORTING PERSON*
IN

* SEE INSTRUCTION BEFORE FILLING OUT!

Item 1.

- (a) Name of Issuer:
AVANT Immunotherapeutics, Inc.
- (b) Address of Issuer's Principal Executive Offices:
119 Fourth Avenue
Needham, MA 02494-2725

Item 2.

- (a) Name of Person Filing:
HealthCare Ventures II, L.P. ("HCV II"), HealthCare Partners II, L.P. ("HCP II"), HealthCare Ventures III, L.P. ("HCV III"), HealthCare Partners III, L.P. ("HCP III"), HealthCare Ventures IV, L.P. ("HCV IV"), HealthCare Partners IV, L.P. ("HCP IV"), Dr. Cavanaugh and Messrs. Werner, Littlechild, Crouse and Leschly. See attached Exhibit A which is a copy of their agreement in writing to file this statement on behalf of each of them.(1)
- (b) Address of Principal Business Office or, if none, Residence:
The business address for HCV II, HCP II, HCV III, HCP III, HCV IV, HCP IV, Dr. Cavanaugh and Messrs. Werner and Crouse is 44 Nassau Street, Princeton, New Jersey 08542. The business address for Messrs. Littlechild and Leschly is One Kendall Square, Building 300, Cambridge, Massachusetts 02139.
- (c) Citizenship:
HCV II, HCP II, HCV III, HCP III, HCV IV and HCP IV are limited partnerships organized under the laws of the State of Delaware. Dr. Cavanaugh and Messrs. Werner, Littlechild, Crouse and Leschly are each United States citizens.

- - - - -
(1) Dr. Cavanaugh and Messrs. Werner, Littlechild and Crouse are general partners of HCP II, which is the general partner of HCV II, the record holder of 2,318,706 shares of Issuer's securities reported hereto. Dr. Cavanaugh and Messrs. Werner, Littlechild, Crouse and Leschly are general partners of each of HCP III and HCP IV, which are the general partner of HCV III and HCV IV, respectively, the record holder of 2,046,908 and 601,099 shares of Issuer's securities, respectively, reported hereto.

(d) Title of Class of Securities:

Common Stock, par value \$.001 ("Shares").

(e) CUSIP Number:

053491106

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Inapplicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

As of December 31, 1998: HCV II and HCP II beneficially owned 2,318,706 Shares of Issuer's Securities, consisting of 2,053,711 Shares of Issuer's Common Stock and immediately exercisable warrants to purchase 264,995 Shares of Issuer's Common Stock; HCV III and HCP III beneficially owned 2,046,908 Shares of Issuer's Securities, consisting of 1,753,971 Shares of Issuer's Common Stock and immediately exercisable warrants to purchase 292,937 Shares of Issuer's Common Stock; HCV IV and HCP IV beneficially owned 601,099 Shares of Issuer's Securities, consisting of 515,074 Shares of Issuer's Common Stock and immediately exercisable warrants to purchase 86,025 Shares of Issuer's Common Stock; Dr. Littlechild, Messrs. Cavanaugh, Werner and Crouse each beneficially owned 4,966,714 Shares of the Issuer's Securities, consisting of 4,322,757 Shares of Issuer's Common Stock and immediately exercisable warrants to purchase 643,957 Shares of Issuer's Common Stock; and Mr. Leschly beneficially owned 2,648,008 Shares of Issuer's Securities, consisting of 2,269,046 Shares of Issuer's Common Stock and immediately exercisable warrants to purchase 378,962 Shares of Issuer's Common Stock.

(b) Percent of Class:

As of December 31, 1998: the 2,318,706 Shares of Issuer's Securities beneficially owned by HCV II and HCP II constitute 5.4% of Issuer's Shares outstanding; the 2,046,908 Shares of Issuer's Securities beneficially owned by HCV III and HCP III constitute 4.7% of Issuer's Shares outstanding; the 601,099 Shares of Issuer's Securities beneficially owned by HCV IV and HCP IV constitute 1.4% of Issuer's Shares outstanding; the 4,966,714 Shares of Issuer's Securities beneficially owned by each of Dr. Littlechild and Messrs. Crouse, Werner and Cavanaugh constitute 11.5% of Issuer's Shares outstanding; and the 2,648,008 Shares of Issuer's Securities beneficially owned by Mr. Leschly constitute 6.1% of Issuer's Shares outstanding.

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

(i) sole power to vote or to direct the vote:

Inapplicable

(ii) shared power to vote or to direct the vote:

HCV II, HCP II, Dr. Cavanaugh and Messrs. Werner, Littlechild and Crouse share the power to vote or direct the vote of those shares owned by HCV II.

HCV III, HCP III, Dr. Cavanaugh and Messrs. Werner, Littlechild, Crouse and Leschly share the power to vote or direct the vote of those shares owned by HCV III.

HCV IV, HCP IV, Dr. Cavanaugh and Messrs. Werner, Littlechild, Crouse and Leschly share the power to vote or direct the vote of those shares owned by HCV IV.

(iii) sole power to dispose or to direct the disposition of:

Inapplicable

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

HCV II, HCP II, Dr. Cavanaugh and Messrs. Werner, Littlechild and Crouse share the power to dispose of or direct the disposition of those Shares owned by HCV II.

HCV III, HCP III, Dr. Cavanaugh and Messrs. Werner, Littlechild, Crouse and Leschly share the power to dispose of or direct the disposition of those Shares owned by HCV III.

HCV IV, HCP IV, Dr. Cavanaugh and Messrs. Werner, Littlechild, Crouse and Leschly share the power to dispose of or direct the disposition of those Shares owned by HCV IV.

Item 5. Ownership of Five Percent or less of a Class:

Inapplicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Inapplicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Inapplicable.

Item 8. Identification and Classification of Members of the Group:

Inapplicable.

Item 9. Notice of Dissolution of Group:

Inapplicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to below were not acquired and were not held for 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.

SIGNATURES

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 12, 1999
Princeton, New Jersey

HealthCare Ventures II, L.P.,
by its General Partner, HealthCare
Partners II, L.P.,

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Partners II, L.P.

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Ventures III, L.P.,
by its General Partner, HealthCare
Partners III, L.P.,

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Partners III, L.P.

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Ventures IV, L.P.,
by its General Partner, HealthCare
Partners IV, L.P.,

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Partners IV, L.P.

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

By: *

James H. Cavanaugh, Ph.D.

Dated: February 12, 1999
Princeton, New Jersey

By: *

Harold R. Werner

Dated: February 12, 1999
Cambridge, Massachusetts

By: *

John W. Littlechild

Dated: February 12, 1999
Princeton, New Jersey

By: *

William Crouse

Dated: February 12, 1999
Cambridge, Massachusetts

By: *

Mark Leschly

*Signed by Jeffrey Steinberg as Attorney-in-Fact pursuant to the Power of Attorney filed previously and incorporated herein by reference.

EXHIBIT A
AGREEMENT

JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree to jointly prepare and file with regulatory authorities a Schedule 13G and any future amendments thereto reporting each of the undersigned's ownership of securities of Avant Immunotherapeutics, Inc. and hereby affirm that such Schedule 13G is being filed on behalf of each of the undersigned.

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Ventures II, L.P.,
by its General Partner, HealthCare
Partners II, L.P.,

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Partners II, L.P.

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Ventures III, L.P.,
by its General Partner, HealthCare
Partners III, L.P.,

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Partners III, L.P.

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Ventures IV, L.P.,
by its General Partner, HealthCare
Partners IV, L.P.,

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

HealthCare Partners IV, L.P.

By: /s/ Jeffrey Steinberg

Jeffrey Steinberg
Administrative Partner

Dated: February 12, 1999
Princeton, New Jersey

By: *

James H. Cavanaugh, Ph.D.

Dated: February 12, 1999
Princeton, New Jersey

By: *

Harold R. Werner

Dated: February 12, 1999
Cambridge, Massachusetts

By: *

John W. Littlechild

Dated: February 12, 1999
Princeton, New Jersey

By: *

William Crouse

Dated: February 12, 1999
Cambridge, Massachusetts

By: *

Mark Leschly

- - - - -

*Signed by Jeffrey Steinberg as Attorney-in-Fact