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As filed with the Securities and Exchange Commission on September 12, 2003

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

**TERCICA, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2834**  
(Primary Standard Industrial  
Classification Code Number)

**26-0042539**  
(I.R.S. Employer  
Identification Number)

**651 Gateway Boulevard**  
**Suite 950**  
**South San Francisco, CA 94080**  
**(650) 624-4900**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**John A. Scarlett, M.D.**  
**President and Chief Executive Officer**  
**Tercica, Inc.**

**651 Gateway Boulevard**  
**Suite 950**  
**South San Francisco, CA 94080**  
**(650) 624-4900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Please send copies of all communications to:*

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**Palo Alto, CA 94306-2155**  
**(650) 843-5000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration