

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No.1)\*

INHALE THERAPEUTIC SYSTEMS

-----  
(Name of Issuer)

Common Stock, No Par Value

-----  
(Title of Class of Securities)

457191104

-----  
(CUSIP Number)

Stephen M. Vine, Esq.  
Akin, Gump, Strauss, Hauer & Feld, L.L.P.  
590 Madison Avenue  
New York, New York 10022  
(212) 872-1000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 6, 1998

-----  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*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 disclosure provided in a prior cover page.

The information required on 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 7 Pages

Page 2 of 7 Pages

SCHEDULE 13D

CUSIP No. 457191104

1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person

Soros Fund Management LLC

2 Check the Appropriate Box If a Member of a Group\*  
a.   
b.

3 SEC Use Only

4 Source of Funds\*

NOT APPLICABLE

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 750,000
	8	Shared Voting Power 0
	9	Sole Dispositive Power 750,000
	10	Shared Dispositive Power 0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

750,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares\*

13 Percent of Class Represented By Amount in Row (11)

4.91%

14 Type of Reporting Person\*

00; IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 457191104

1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
George Soros (in the capacity described herein)

2 Check the Appropriate Box If a Member of a Group\*  
a.   
b.

3 SEC Use Only

4 Source of Funds\*  
  
NOT APPLICABLE

5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)

6 Citizenship or Place of Organization  
  
United States

Number of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power 0
	8	Shared Voting Power 750,000
	9	Sole Dispositive Power 0
	10	Shared Dispositive Power 750,000

11 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
750,000

12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares\*

13 Percent of Class Represented By Amount in Row (11)  
  
4.91%

14 Type of Reporting Person\*  
  
IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 457191104

- 1 Name of Reporting Person  
S.S. or I.R.S. Identification No. of Above Person  
  
Stanley F. Druckenmiller (in the capacity described herein)
- 2 Check the Appropriate Box If a Member of a Group\*  
a.   
b.
- 3 SEC Use Only
- 4 Source of Funds\*  
  
NOT APPLICABLE
- 5 Check Box If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
  
United States
- |  |    |                          |         |
|--|----|--------------------------|---------|
| Number of<br>Shares<br>Beneficially<br>Owned By<br>Each<br>Reporting<br>Person<br>With | 7  | Sole Voting Power        | 0       |
|  | 8  | Shared Voting Power      | 750,000 |
|  | 9  | Sole Dispositive Power   | 0       |
|  | 10 | Shared Dispositive Power | 750,000 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
  
750,000
- 12 Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares\*
- 13 Percent of Class Represented By Amount in Row (11)  
  
4.91%
- 14 Type of Reporting Person\*  
  
IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 1 to Schedule 13D relates to shares of Common Stock, no par value (the "Shares"), of Inhale Therapeutic Systems (the "Issuer"). This Amendment No. 1 supplementally amends the initial statement on Schedule 13D dated February 18, 1997, filed by the Reporting Persons (the "Initial Statement"). This Amendment No. 1 is being filed voluntarily by the Reporting Persons to report that as a result of a recent increase in the number of outstanding Shares of the Issuer, the Reporting Persons may no longer be deemed the beneficial owners of five percent or more of the outstanding Shares of the Issuer notwithstanding the fact that the Reporting Persons have sold no Shares since the date of the last filing. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement. The Initial Statement is supplementally amended as follows.

Item 2. Identity and Background.

This statement is being filed by Soros Fund Management LLC, a Delaware limited liability Company ("SFM LLC"), Mr. George Soros ("Mr. Soros") and Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller", and together with SFM LLC and Mr. Soros, the "Reporting Persons"). This statement relates to Shares held for the account of Quantum Partners.

Updated information concerning the Managing Directors of SFM LLC is attached hereto as Annex A and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

(a) Each of the Reporting Persons may be deemed the beneficial owner of the 750,000 Shares held for the account of Quantum Partners (approximately 4.91% of the total number of Shares outstanding).

(b) (i) Pursuant to the terms of the contract between Quantum Fund and SFM LLC, SFM LLC may be deemed to have sole power to direct the voting and disposition of the 750,000 Shares held for the account of Quantum Partners.

(ii) Pursuant to the terms of the contract between Quantum Fund and SFM LLC and as a result of the positions held by Mr. Soros and Mr. Druckenmiller with SFM LLC, each of Mr. Soros and Mr. Druckenmiller may be deemed to have shared power to direct the voting and disposition of the 750,000 Shares held for the account of Quantum Partners.

(c) There have been no transactions with respect to the Shares since February 18, 1997 (the date of the last filing) by any of the Reporting Persons or Quantum Partners.

(d) The shareholders of Quantum Partners, including Quantum Fund, have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the account of Quantum Partners in accordance with their ownership interests in Quantum Partners.

(e) Each of the Reporting Persons is no longer the beneficial owner of more than 5% of the outstanding Shares because of an increase in the number of outstanding Shares, notwithstanding the fact that the Reporting Persons have not sold any Shares since the date of the last filing.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: March 6, 1998

SOROS FUND MANAGEMENT LLC

By: /S/ MICHAEL C. NEUS

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Michael C. Neus  
Assistant General Counsel

GEORGE SOROS

By: /S/ MICHAEL C. NEUS

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Michael C. Neus  
Attorney-in-Fact

STANLEY F. DRUCKENMILLER

By: /S/ MICHAEL C. NEUS

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Michael C. Neus  
Attorney-in-Fact

ANNEX A

The following is a list of all of the persons (other than Stanley Druckenmiller) who serve as Managing Directors of SFM LLC:

Scott K. H. Bessent  
Walter Burlock  
Brian J. Corvese  
Jeffrey L. Feinberg  
Arminio Fraga  
Gary Gladstein  
Ron Hiram  
Robert K. Jermain  
David N. Kowitz  
Alexander C. McAree  
Paul McNulty  
Gabriel S. Nechamkin  
Steven Okin  
Dale Precoda  
Lief D. Rosenblatt  
Mark D. Sonnino  
Filiberto H. Verticelli  
Sean C. Warren

Each of the above-listed persons is a United States citizen whose principal occupation is serving as Managing Director of SFM LLC, and each has a business address c/o Soros Fund Management LLC, 888 Seventh Avenue, 33rd Floor, New York, New York 10106.

To the best of the Reporting Persons' knowledge:

- (a) None of the above persons hold any Shares.
- (b) None of the above persons has any contracts, arrangements, understandings or relationships with respect to the Shares.