

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

SCHEDULE 13G
(Amendment No. 2)*

UNDER THE SECURITIES EXCHANGE ACT OF 1934

INHALE THERAPEUTIC SYSTEMS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

457191-10-4

(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).

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CUSIP No. 457191-10-4

13G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

ONSET Enterprise Associates, 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

1,473,455

6 SHARED VOTING POWER

- 0 -

7 SOLE DISPOSITIVE POWER

1,473,455

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,473,455

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.45%

12 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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CUSIP No. 457191-10-4

13G

Page 3 of 9 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
OEA Management, 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		1,473,455
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		- 0 -

	7	SOLE DISPOSITIVE POWER
		1,473,455

	8	SHARED DISPOSITIVE POWER
		- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,473,455

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
12.45%

12 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Robert F. Kuhling, Jr.

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

1,878

6 SHARED VOTING POWER

1,473,455

7 SOLE DISPOSITIVE POWER

1,878

8 SHARED DISPOSITIVE POWER

1,473,455

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,475,333

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.47%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

Page 4 of 9 pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Terry L. Opdendyk

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		1,878	
SHARES		-----	
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		1,473,455	
EACH REPORTING		-----	
PERSON WITH	7	SOLE DISPOSITIVE POWER	
		1,878	

	8	SHARED DISPOSITIVE POWER	
		1,473,455	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,475,333

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12.47%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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Item 1.

(a) Name of Issuer: Inhale Therapeutic Systems, Inc. ("Issuer")

(b) Address of Issuer's Principal Executive Offices:

1001 East Meadow Circle
Palo Alto, CA 94303

Item 2.

(a) Name of Person Filing:
 ONSET Enterprise Associates, L.P. ("OEA")
 OEA Management, L.P. ("OEAM")
 Robert F. Kuhling, Jr. ("Kuhling")
 Terry L. Opdendyk ("Opdendyk")

(b) Address of Principal Business Office:
 2490 Sand Hill Road
 Menlo Park, CA 94025

(c) Citizenship/Place of Organization:
 OEA: Delaware
 OEAM: Delaware
 Kuhling: United States
 Opdendyk: United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 457191-10-4

Item 3. Not applicable.

Item 4 Ownership.

	OEA	OEAM	Kuhling	Opdendyk
(a) Beneficial Ownership	1,473,455	1,473,455	1,475,333	1,475,333
(b) Percentage of Class	12.45%	12.45%	12.47%	12.47%
(c) Sole Voting Power	1,473,455	1,473,455	1,878	1,878
Shared Voting Power	-0-	-0-	1,473,455	1,473,455
Sole Dispositive Power	1,473,455	1,473,455	-0-	-0-
Shared Dispositive Power	-0-	-0-	1,473,455	1,473,455

*In addition to the above, NEA ONSET Partners, Limited Partnership ("NEA ONSET") is a general partner of OEAM and hence, may be deemed to share voting and dispositive power over the 1,473,455 shares beneficially owned by OEAM and OEA. Similarly, each of Cornelius C. Bond, Jr., Frank A. Bonsal, Jr., Nancy L. Dorman, C. Richard Kraunlich, Arthur J. Marks, Thomas C. McConnell, Charles W. Newhall, and C. Woodrow Rea, Jr., the eight general partners of NEA ONSET may be deemed to share any voting and dispositive power deemed to be held by NEA ONSET.

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

Under certain circumstances set forth in the partnership agreements of each of OEA and OEAM, the general and/or limited partners of each such partnership have

the right to receive dividends from, or the proceeds from the sale of, the Common Stock of Issuer beneficially owned by each such partnership.

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

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

Not applicable.

EXHIBITS

A: Joint Filing Statement

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.

Date: February 13, 1997

ONSET Enterprise Associates, L.P.

By: OEA Management, L.P., its general partner

By: /s/ Terry L. Opdendyk

General Partner

OEA Management, L.P.

By: /s/ Terry L. Opdendyk

General Partner

/s/ Robert F. Kuhling, Jr.

Robert F. Kuhling, Jr.

/s/ Terry L. Opdendyk

Terry L. Opdendyk

EXHIBIT A

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date: February 13, 1997

ONSET Enterprise Associates, L.P.

By: OEA Management, L.P., its general partner

By: /s/ Terry L. Opdendyk

General Partner

OEA Management, L.P.

By: /s/ Terry L. Opdendyk

General Partner

/s/ Robert F. Kuhling, Jr.

Robert F. Kuhling, Jr.

/s/ Terry L. Opdendyk

Terry L. Opdendyk