

PYXIS INNOVATIONS INC
Form SC 13D/A
October 04, 2010

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 12)

INTERLEUKIN GENETICS, INC.

(Name of Issuer)

Common Stock \$.001 Par Value

(Title of Class of Securities)

458738101

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(CUSIP Number)

Bryan Cave LLP
One Metropolitan Square
211 North Broadway, Suite 3600
St. Louis, Missouri 63102
Attention: Robert J. Endicott
Telephone (314) 259-2447

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

September 30, 2010

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(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

(Continued on the following pages)

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.

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Pyxis Innovations Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) AF

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

36,990,300

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

36,990,300

PERSON WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,990,300

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

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

55.5%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Alticor Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)x

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) OO

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Michigan

NUMBER OF 7 SOLE VOTING POWER

SHARES

36,990,300

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

36,990,300

PERSON WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,990,300

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

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

55.5%

14 TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Solstice Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) OO

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Michigan

NUMBER OF 7 SOLE VOTING POWER

SHARES

36,990,300

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

36,990,300

PERSON WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,990,300

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

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

55.5%

14 TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

1 NAMES OF REPORTING PERSONS

Alticor Global Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

OO

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	8	36,990,300
OWNED BY		SHARED VOTING POWER
EACH	9	0
REPORTING		SOLE DISPOSITIVE POWER
PERSON WITH	10	36,990,300
		SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,990,300

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

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

55.5%

14 TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

This Amendment No. 12 to Schedule 13D (this “Amendment No. 12”) amends the initial Statement on Schedule 13D filed March 14, 2003 of Pyxis Innovations Inc. (“Pyxis”), Alticor Inc., Solstice Holdings Inc. (formerly known as Alticor Holdings Inc.) and Alticor Global Holdings Inc. (the “Initial Schedule 13D”), as amended by Amendment No. 1 filed July 22, 2003 (“Amendment No. 1”), Amendment No. 2 filed September 24, 2004 (“Amendment No. 2”), Amendment No. 3 filed June 23, 2006 (“Amendment No. 3”), Amendment No. 4 filed August 28, 2006 (“Amendment No. 4”), Amendment No. 5 filed July 25, 2007 (“Amendment No. 5”), Amendment No. 6 filed January 16, 2008 (“Amendment No. 6”), Amendment No. 7 filed September 19, 2008 (“Amendment No. 7”), Amendment No. 8 filed March 26, 2009 (“Amendment No. 8”), Amendment No. 9 filed August 19, 2009 (“Amendment No. 9”), Amendment No. 10 filed February 3, 2010 (“Amendment No. 10”) and Amendment No. 11 filed August 5, 2010 (“Amendment No. 11”).

Amendment No. 11, Amendment No. 10, Amendment No. 9, Amendment No. 8, Amendment No. 7, Amendment No. 6, Amendment No. 5, Amendment No. 4, Amendment No. 3, Amendment No. 2, Amendment No. 1 and the Initial Schedule 13D are collectively referred to in this Amendment No. 12 as the “Previous Filings.” To the extent any item is superseded by a later filing, the later filing is operative and controlling. As noted therein, Amendment No. 8 restated certain information previously included in the Initial Schedule 13D and Amendment No. 7, Amendment No. 6, Amendment No. 5, Amendment No. 4, Amendment No. 3, Amendment No. 2 and Amendment No. 1. Except as otherwise set forth herein, this Amendment No. 12 does not modify any of the information previously reported in the Previous Filings.

Explanatory Note

This Amendment No. 12 is filed for the purpose of providing information regarding (1) the entry into a Third Amendment to Amended and Restated Note Purchase Agreement dated September 30, 2010 between the Issuer and Pyxis (the “Third Amendment”), (2) the issuance by the Issuer to Pyxis of a promissory note in the principal amount of \$2,000,000 and (3) the amendment and restatement of four promissory notes previously issued by the Issuer to Pyxis under the Note Purchase Agreement (as defined below), as more fully described in Item 4(a) below.

Item 1. Security and Issuer.

Name of Issuer:

Interleukin Genetics, Inc.

Title of Class of Equity Securities:

Common Stock \$.001 Par Value

Address of Issuer's Principal Executive Office:

135 Beaver Street

Waltham, MA 02452

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Item 2. Identity and Background.

The information set forth in Item 2 of Amendment No. 10 and Amendment No. 8 is incorporated herein by reference.

Item 3. Source and Amount of Funds or Other Consideration.

On September 30, 2010, Pyxis loaned \$2,000,000 to the Issuer as part of a credit facility described in more detail in Item 4(a) below. The source of Pyxis' funds for this transaction was an intercompany loan from Alticor Inc. to Pyxis.

In addition, the information set forth in Item 3 of Amendment No. 10 and Amendment No. 8 is incorporated herein by reference.

Item 4. Purpose of Transaction.

The information set forth in Item 4 of Amendment No. 8 is incorporated herein by reference.

(a) As previously disclosed in Amendment No. 8, on March 10, 2009, Pyxis and the Issuer entered into an Amended and Restated Note Purchase Agreement, pursuant to which Pyxis extended the term of a credit facility to March 31, 2010 and provided that all borrowings under the credit facility would be due on August 16, 2011. The notes issued under the credit facility are convertible into shares of the Issuer's common stock (the "Common Stock") at a conversion price equal to \$5.6783 per share.

As previously disclosed in Amendment No. 9, on August 10, 2009, Pyxis and the Issuer entered into a First Amendment to Amended and Restated Note Purchase Agreement (the "First Amendment"), pursuant to which Pyxis extended the term of the credit facility to January 1, 2011.

As previously disclosed in Amendment No. 10, on February 1, 2010, Pyxis and the Issuer entered into a Second Amendment to Amended and Restated Note Purchase Agreement (the "Second Amendment"), pursuant to which Pyxis extended the term of the credit facility to June 30, 2011.

The Third Amendment extended the term of the credit facility and the maturity date on which the principal amount of all notes issued under the credit facility will be payable to June 30, 2012. In connection therewith, on September 30, 2010, the Issuer issued to Pyxis four amended and restated promissory notes in the principal amounts of \$4,000,000, \$1,000,000, \$2,000,000, and \$2,000,000 (collectively, the "Amended and Restated Promissory Notes") to reflect the new maturity date. The Amended and Restated Promissory Notes were originally issued in the amounts of \$4,000,000, \$1,000,000, \$2,000,000 and \$2,000,000 on June 10, 2008, May 29, 2009, November 9, 2009 and February 1, 2010, respectively.

SCHEDULE 13D

In addition, the Issuer has elected to draw down an additional \$2,000,000 under the credit facility in exchange for a promissory note issued to Pyxis on September 30, 2010 (the "September 2010 Note" and, together with the Amended and Restated Promissory Notes, the "Notes"), leaving \$3,316,255 in total availability under the credit facility.

The Amended and Restated Note Purchase Agreement, as amended by the First Amendment, Second Amendment and Third Amendment, is referred to herein as the "Note Purchase Agreement."

Item 5. Interest in Securities of the Issuer.

(a) Pyxis beneficially owns 36,990,300 shares of the Issuer's stock, which is approximately 55.5% of the sum of the number of the Issuer's Common Stock that was outstanding as of July 31, 2010 (as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission) plus the number of shares that would have been outstanding upon conversion of all of the preferred stock and the convertible notes held by Pyxis as of September 30, 2010.

Alticor Inc., Solstice Holdings Inc., and Alticor Global Holdings Inc. may be deemed to beneficially own the same 36,990,300 shares of the Issuer's stock.

The number of shares reported in this Item 5(a) includes 6,884,056 shares of Common Stock owned directly by Pyxis (as of September 30, 2010), 28,160,200 shares of Common Stock issuable to Pyxis upon conversion of its 5,000,000 shares of Series A Preferred Stock (as of September 30, 2010) and 1,946,044 shares of Common Stock issuable to Pyxis upon conversion of the Notes (as of September 30, 2010). In determining Pyxis' beneficial ownership percentage above, a division calculation is used wherein 36,990,300 is the numerator and the denominator is equal to the sum of: (a) all shares of Common Stock outstanding (as reported by the Issuer), (b) 28,160,200 shares issuable to Pyxis upon the conversion of the Series A Preferred Stock, and (c) 1,946,044 shares issuable to Pyxis upon the conversion of the Notes.

The calculations in this Item 5(a) are based on the Issuer having 36,551,015 shares of Common Stock outstanding as of July 31, 2010, as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission. In addition, these calculations assume no outstanding options or other rights to obtain Common Stock have been exercised by their holders except for the conversion of the Series A Preferred Stock and convertible notes by Pyxis as described herein or as otherwise indicated by the Issuer.

None of the other persons named in Item 2 of Amendment No. 8 is the beneficial owner of the Common Stock except to the extent beneficial ownership of shares owned by Pyxis may be attributed to such person.

(b) Pyxis holds the sole power to vote and dispose of the securities of the Issuer that it holds. Alticor Inc., Solstice Holdings Inc., and Alticor Global Holdings Inc. have the power to direct the voting and disposition of the securities of the Issuer held by Pyxis by virtue of their direct or indirect control of Pyxis.

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(c) None

(d) Not applicable

(e) Not applicable

The responses to (a) of this Item 5 are “Not Applicable” for the Directors and Officers named in Item 2 of Amendment No. 8. The responses to paragraph (b) and (c) of this Item 5 are “Not Applicable” and “None”, respectively, for Alticor Inc., Solstice Holdings Inc., Alticor Global Holdings Inc., and the Directors and Officers named in Item 2 of Amendment No. 8.

In addition, the information included in Item 4 above and in Item 4 of Amendment No. 8 is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in Item 6 of Amendment No. 8 and in Item 4 of this Amendment No. 12, Amendment No. 11, Amendment No. 10 and Amendment No. 9 is incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits.

Exhibit

Number Description

99.1 (i) Stock Purchase Agreement, dated March 5, 2003, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K filed on March 5, 2003).

 (ii) Amendment No. 1 to Stock Purchase Agreement, dated May 20, 2003, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K filed on May 30, 2003).

 (iii) Second Amendment to Stock Purchase Agreement, dated March 5, 2005, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.41 to the Issuer's Form 10-K for the year ended December 31, 2004).

99.2 Certificate of Designations, Preferences and Rights of the Series A Preferred Stock of Interleukin Genetics, Inc. filed with the Delaware Secretary of State (hereby incorporated by reference to Exhibit 3.1 to the Issuer's Form 8-K filed on March 5, 2003).

SCHEDULE 13D

99.3 (i) Stock Purchase Agreement, dated August 17, 2006, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.12 to Amendment No. 4 filed August 28, 2006).

(ii) First Amendment to Stock Purchase Agreement, dated August 12, 2008, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.14 to Amendment No. 7 filed September 19, 2008).

(iii) Second Amendment to Stock Purchase Agreement, dated March 10, 2009, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.3(iii) to Amendment No. 8 filed March 26, 2009).

99.4 (i) Amended and Restated Note Purchase Agreement, dated March 10, 2009, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.1 to the Issuer's Form 8-K filed on March 13, 2009).

(ii) First Amendment to Amended and Restated Note Purchase Agreement dated August 10, 2009 between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.4(ii) to Amendment No. 9 filed August 19, 2009).

(iii) Second Amendment to Amended and Restated Note Purchase Agreement dated February 1, 2010 between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K filed on February 2, 2010).

(iv) *Third Amendment to Amended and Restated Note Purchase Agreement dated September 30, 2010 between Interleukin Genetics, Inc. and Pyxis Innovations Inc.

99.5 (i) Exclusive License Agreement, dated March 5, 2003, between Interleukin Genetics, Inc. and Access Business Group International LLC (hereby incorporated by reference to Exhibit 10.7 to the Issuer's Form 8-K filed on March 5, 2003).

(ii) **First Amendment to Exclusive License Agreement, dated September 1, 2008, between Interleukin Genetics, Inc. and Access Business Group International LLC (hereby incorporated by reference to Exhibit 99.16 to Amendment No. 7 filed September 19, 2008).

99.6 Amended and Restated Bylaws of Interleukin Genetics, Inc. filed with the Delaware Secretary of State (hereby incorporated by reference to Exhibit 3.1 to the Issuer's Form 8-K filed on July 28, 2008).

99.7 Registration Rights Agreement, dated March 5, 2003, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.8 to the Issuer's Form 8-K filed on March 5, 2003).

SCHEDULE 13D

* Filed herein.

** Confidential treatment granted as to certain portions, which portions were omitted and filed separately with the SEC.

SCHEDULE 13D

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: October 4, 2010

PYXIS INNOVATIONS INC.

By: /s/ Kim S. Mitchell
Kim S. Mitchell, Assistant Secretary

Dated: October 4, 2010

ALTICOR INC.

By: /s/ Kim S. Mitchell
Kim S. Mitchell, Assistant Secretary

Dated: October 4, 2010

SOLSTICE HOLDINGS INC.

By: /s/ Kim S. Mitchell
Kim S. Mitchell, Assistant Secretary

Dated: October 4, 2010

ALTICOR GLOBAL HOLDINGS INC.

By: /s/ Kim S. Mitchell
Kim S. Mitchell, Assistant Secretary

EXHIBIT INDEX

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** Confidential treatment granted as to certain portions, which portions were omitted and filed separately with the SEC.