

PYXIS INNOVATIONS INC
 Form 4/A
 October 04, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PYXIS INNOVATIONS INC

2. Issuer Name and Ticker or Trading Symbol
 INTERLEUKIN GENETICS INC
 [ILI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7575 FULTON STREET EAST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/10/2008

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

ADA, MI 49355-0001
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 06/13/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------|
| Convertible Promissory Note | \$ 5.6783 <u>(1)</u> | 06/10/2008 | | \$ 4,000,000 | P | | | | <u>(1)</u> | <u>(1)</u> | Common Stock | 704,43 <u>(1)</u> |
| Convertible Promissory Note | \$ 5.6783 <u>(2)</u> | 05/29/2009 | | \$ 1,000,000 | P | | | | <u>(2)</u> | <u>(2)</u> | Common Stock | 176,11 <u>(2)</u> |
| Convertible Promissory Note | \$ 5.6783 <u>(3)</u> | 11/09/2009 | | \$ 2,000,000 | P | | | | <u>(3)</u> | <u>(3)</u> | Common Stock | 352,21 <u>(3)</u> |
| Convertible Promissory Note | \$ 5.6783 <u>(4)</u> | 02/01/2010 | | \$ 2,000,000 | P | | | | <u>(4)</u> | <u>(4)</u> | Common Stock | 352,21 <u>(4)</u> |
| Convertible Promissory Note | \$ 5.6783 <u>(5)</u> | 09/30/2010 | | \$ 2,000,000 | P | | | | <u>(5)</u> | <u>(5)</u> | Common Stock | 352,21 <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PYXIS INNOVATIONS INC 7575 FULTON STREET EAST ADA, MI 49355-0001 | | X | | |
| Alticor Global Holdings Inc. 7575 FULTON STREET EAST ADA, MI 49355-0001 | | X | | |
| SOLSTICE HOLDINGS INC 7575 FULTON STREET EAST ADA, MI 49355-0001 | | X | | |
| ALTICOR INC 7575 FULTON STREET EAST ADA, MI 49355-0001 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Kim S. Mitchell, Assistant Secretary | 10/04/2010 |
| **Signature of Reporting Person | Date |
| ALTICOR GLOBAL HOLDINGS INC., /s/ Kim S. Mitchell, Assistant Secretary | 10/04/2010 |

| | |
|--|------------|
| **Signature of Reporting Person | Date |
| SOLSTICE HOLDINGS INC., /s/ Kim S. Mitchell, Assistant Secretary | 10/04/2010 |
| **Signature of Reporting Person | Date |
| ALTICOR INC., /s/ Kim S. Mitchell, Assistant Secretary | 10/04/2010 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On June 10, 2008, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$4,000,000. On September 30, 2010, this convertible promissory note was amended and restated to extend the maturity date on which the principal amount of the convertible promissory note will be payable to June 30, 2012. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of June 10, 2008, the convertible promissory note would have been convertible into 704,437 shares of the Issuer's common stock.

(2) On May 29, 2009, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$1,000,000. On September 30, 2010, this convertible promissory note was amended and restated to extend the maturity date on which the principal amount of the convertible promissory note will be payable to June 30, 2012. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of May 29, 2009, the convertible promissory note would have been convertible into 176,110 shares of the Issuer's common stock.

(3) On November 9, 2009, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$2,000,000. On September 30, 2010, this convertible promissory note was amended and restated to extend the maturity date on which the principal amount of the convertible promissory note will be payable to June 30, 2012. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of November 9, 2009, the convertible promissory note would have been convertible into 352,219 shares of the Issuer's common stock.

(4) On February 1, 2010, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$2,000,000. On September 30, 2010, this convertible promissory note was amended and restated to extend the maturity date on which the principal amount of the convertible promissory note will be payable to June 30, 2012. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of February 1, 2010, the convertible promissory note would have been convertible into 352,219 shares of the Issuer's common stock.

(5) On September 30, 2010, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$2,000,000. The maturity date of this convertible promissory note is June 30, 2012. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of September 30, 2010, the convertible promissory note would have been convertible into 352,219 shares of the Issuer's common stock.

(6) This amount includes 5,000,000 shares of the Issuer's Series A preferred stock held by Pyxis, which are convertible into 28,160,200 shares of common stock. As of September 30, 2010, Pyxis holds five convertible promissory notes issued by the Issuer in the aggregate principal amount of \$11,000,000. Taking into account accrued interest as of September 30, 2010, these notes are currently convertible into a maximum of 1,946,044 shares of common stock of Pyxis. As of September 30, 2010, Pyxis is the holder of preferred stock and notes (including accrued interest) convertible into an aggregate of 30,106,244 shares of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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