

Edgar Filing: CADUS PHARMACEUTICAL CORP - Form SC 13D/A

CADUS PHARMACEUTICAL CORP  
Form SC 13D/A  
April 16, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

(AMENDMENT NO. 7) (1)

CADUS PHARMACEUTICAL CORPORATION

-----  
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE

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

127639102

-----  
(CUSIP Number)

Sandra Leung  
Bristol-Myers Squibb Company  
345 Park Avenue  
New York, NY 10154  
(212) 546-4000

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

APRIL 10, 2003

-----  
(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(e), 13d-1(f) or 13d-1(g), check the following box / /.

(Continued on following pages)

(Page 1 of 11)

-----  
(1) 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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(1) Names of Reporting Persons.  
BRISTOL-MYERS SQUIBB COMPANY

S.S. or I.R.S. Identification Nos. of Above Persons (entities only)  
I.R.S. Employer Identification Number 22-079-0350

-----  
(2) Check the Appropriate Box if a Member of a Group\* (a) / /  
(b) /X/

-----  
(3) SEC Use Only

-----  
(4) Source of Funds\*  
WC

-----  
(5) Check 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 (7) Sole Voting Power  
Beneficially 807,040

Owned by -----  
Each Reporting (8) Shared Voting Power  
Person With 0

-----  
(9) Sole Dispositive Power  
807,040

-----  
(10) Shared Dispositive Power  
0

-----  
(11) Aggregate Amount Beneficially Owned by Each Reporting Person  
807,040

-----  
(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares\* / /

-----  
(13) Percent of Class Represented by Amount in Row (11)  
6.2%

-----  
(14) Type of Reporting Person\*  
CO  
-----

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Issuer was initially acquired in connection with a research collaboration between the Company and the Issuer which expired in July 1999.

The Company and the Issuer are parties to a letter agreement (the "LETTER AGREEMENT") concerning the Company's shares of the Common Stock. Such Letter Agreement is filed as an exhibit hereto and is incorporated herein by reference. The Letter Agreement includes certain notice requirements and transfer restrictions with respect to the Company's shares of the Common Stock. Subject to market conditions and the Letter Agreement, the Company may, in its sole discretion, sell all or a portion of its shares of Common Stock from time to time in open market transactions or otherwise.

### Item 5. INTEREST IN SECURITIES OF THE ISSUER.

To the best knowledge of the Company, as of December 31, 2002, the Company is the beneficial owner of 807,040 shares of Common Stock of the Issuer or approximately 6.2% of the Common Stock of the Issuer currently outstanding. The Company has the sole power to vote and dispose of all the shares of the Common Stock of the Issuer that it owns.

Except as set forth in this Item 5 and on SCHEDULE B attached hereto which is incorporated herein by reference, neither the Company nor, to the best knowledge of the Company, any of its officers or directors owns any shares of Common Stock.

Except as set forth in Item 3 and on SCHEDULE B attached hereto which is incorporated herein by reference, neither the Company nor, to the best knowledge of the Company, any of its executive officers or directors has effected any transaction in shares of Common Stock during the past sixty (60) days.

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### Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDING OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The Preferred Stock Purchase Agreement, together with First Amendment thereto, filed as an exhibit hereto is incorporated herein by reference. Except as set forth in such Agreement or the Letter Agreement, neither the Company nor, to the best knowledge of the Company, any of its officers or directors have entered into any contracts, arrangements, understandings or relationships (legal or otherwise) with respect to the Common Stock of the Issuer.

### Item 7. MATERIAL TO BE FILED AS EXHIBITS.

1. Preferred Stock Purchase Agreement dated as of July 26, 1994 between Issuer and the Company concerning Series B Preferred Stock, together with the First Amendment thereto dated as of October 31, 1995 (incorporated herein by reference to Exhibit No. 10.8 to Registration Statement No. 333-4441 on Form S-1).
2. Letter Agreement dated March 23, 1999 between the Issuer and the Company (incorporated herein by reference to Exhibit No. 2 to Amendment No. 2 to this Schedule 13D).

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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.

Dated: April 16, 2003

BRISTOL-MYERS SQUIBB COMPANY

By: /s/ SANDRA LEUNG

-----  
Sandra Leung  
Corporate Secretary

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SCHEDULE A

The following information sets forth the name, citizenship, business address and present principal occupation of each of the directors and executive officers of the Company. Except as set forth below, each of the directors and executive officers of the Company is a citizen of the United States of America. Each of the Company's executive officer's business address is 345 Park Avenue, New York, New York 10154, unless otherwise indicated.

DIRECTORS OF BRISTOL-MYERS SQUIBB COMPANY

NAME AND BUSINESS ADDRESS

PRESENT PRINCIPAL OCCUPATION

-----  
Peter R. Dolan  
Bristol-Myers Squibb Company  
345 Park Avenue  
New York, NY 10154

-----  
Chairman and Chief Executive Officer

Robert E. Allen  
AT&T Corp.

Retired Chairman and Chief Executive  
Officer

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180 Park Avenue  
Room 1E38  
Florham Park, NJ 07932

Lewis B. Campbell  
Textron Inc.  
40 Westminster Street  
Providence, RI 02903-2596

Chairman, President and Chief  
Executive Officer

Vance D. Coffman  
Lockheed Martin Corporation  
6801 Rockledge Drive  
Bethesda, MD 20817

Chairman and Chief Executive Officer

Ellen V. Futter  
American Museum of Natural History  
Central Park West at 79th Street  
New York, NY 10024

President

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-----  
NAME AND BUSINESS ADDRESS  
-----

PRESENT PRINCIPAL OCCUPATION  
-----

Louis V. Gerstner, Jr.  
IBM Corporation  
New Orchard Road  
Armonk, NY 10504

Retired Chairman and Chief Executive  
Officer

Laurie H. Glimcher, M.D.  
Harvard Medical School and  
Harvard School of Public Health  
Dept. of Immunology and  
Infectious Diseases  
651 Huntington Avenue, FXB-2  
Boston, MA 02115

Irene Heinz Given Professor of  
Immunology, Harvard School of Public  
Health and Professor of Medicine,  
Harvard Medical School

Leif Johansson  
AB Volvo  
SE-40508  
Goteborg, Sweden  
Citizen of Sweden

President, AB Volvo and Chief  
Executive Officer, The Volvo Group

James D. Robinson III  
RRE Investors  
126 East 56th Street, 22nd Floor  
New York, NY 10022

Chairman and Chief Executive Officer

Louis W. Sullivan, M.D.  
Morehouse School of Medicine  
720 Westview Drive, S.W.  
Atlanta, GA 30310-1495

President Emeritus

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### EXECUTIVE OFFICERS OF BRISTOL-MYERS SQUIBB COMPANY

NAME -----	PRESENT PRINCIPAL OCCUPATION -----
Peter R. Dolan	Chairman and Chief Executive Officer
Lamberto Andreotti Citizen of Italy	Senior Vice President and President, International
Harrison M. Bains, Jr.	Vice President, Tax & Treasury

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NAME -----	PRESENT PRINCIPAL OCCUPATION -----
Stephen E. Bear	Senior Vice President, Human Resources
Andrew G. Bodnar, M.D.	Senior Vice President, Strategy and Medical & External Affairs
Andrew R. J. Bonfield Citizen of the United Kingdom	Senior Vice President and Chief Financial Officer
Wendy L. Dixon Citizen of the United Kingdom and the United States of America	Chief Marketing Officer and President, Global Marketing
Donald J. Hayden, Jr.	Executive Vice President and President, Americas
Tamar. D. Howson	Senior Vice President, Corporate and Business Development
Sandra Leung	Vice President and Corporate Secretary
John L. McGoldrick	Executive Vice President and General Counsel
Dean J. Mitchell Citizen of the United Kingdom	President, U.S. Primary Care
James B. D. Palmer, M.D. Citizen of the United Kingdom and the United States of America	Chief Scientific Officer and President, Pharmaceutical Research Institute
Elliot Sigal, M.D., Ph.D.	Senior Vice President, Global Clinical and Pharmaceutical Development
John L. Skule	Senior Vice President, Corporate and Environmental Affairs

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David L. Zabor

Vice President and Controller

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SCHEDULE B

SHARES OF COMMON STOCK OWNED

None.

TRANSACTIONS IN SHARES OF COMMON STOCK

Sales on the open market by the Company of the Issuer's Common Stock from the date that was 60 days prior to the date of event requiring the filing of this Statement are described below:

DATE	NUMBER OF SHARES	PRICE PER SHARE
----	-----	-----
02/19/03	2,000	\$1.11
03/04/03	8,000	\$1.11
03/10/03	3,000	\$1.13
03/17/03	1,500	\$1.12
03/18/03	8,000	\$1.10
03/28/03	16,960	\$1.09
04/03/03	6,500	\$1.17
04/07/03	4,000	\$1.18
04/08/03	6,000	\$1.20
04/09/03	8,000	\$1.22
04/10/03	12,000	\$1.26

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EXHIBIT INDEX

EXHIBIT

NUMBER DOCUMENT

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- 1 Preferred Stock Purchase Agreement dated as of July 26, 1994 between Cadus Pharmaceutical Corporation and Bristol-Myers Squibb Company, together with the First Amendment thereto dated as of October 31, 1995 (incorporated herein by reference to Exhibit No. 10.8 to Registration Statement No. 333-4441 on Form S-1).
- 2 Letter Agreement dated March 23, 1999 between the Issuer and the Company (incorporated herein by reference to Exhibit No. 2 to Amendment No. 2 to this Schedule 13D).