

Jaguar Health, Inc.
Form SC 13D/A
June 28, 2018

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

SCHEDULE 13D

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

JAGUAR HEALTH, INC.

(Name of Issuer)

Common Stock, \$0.0001 par value

(Title Class of Securities)

47010C300

(CUSIP Number)

Samuel Robinson

Sagard Capital Partners, L.P.

280 Park Avenue, 3rd Floor West

New York, NY 10017

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

June 18, 2018

(Date of Event Which Requires Filing of this Statement)

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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 o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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 disclosures 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).

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CUSIP No. 47010C300

1 Name of Reporting Person:
Sagard Capital Partners, L.P.
I.R.S. Identification No. of Above Person (Entities Only): 20-3332164

2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3 SEC Use Only

4 Source of Funds
WC

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: 0
	8	Shared Voting Power: 3,314,956 Shares*
	9	Sole Dispositive Power: 0
	10	Shared Dispositive Power: 3,314,956 Shares*

11 Aggregate Amount Beneficially Owned by Each Reporting Person:
3,314,956 Shares*

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11):
22.5% **

14 Type of Reporting Person:
PN

* Consists of 5,524,926 shares of Series A Convertible Participating Preferred Stock, par value \$0.0001 per share, each of which is convertible into voting common stock of the Issuer (as defined herein) at the rate of approximately one share of Series A Convertible Participating Preferred Stock for .6 shares of voting common stock of the Issuer (after giving effect to the Issuer's recent 1:15 reverse stock split).

** Assumes the conversion of Series A Convertible Participating Preferred Stock into voting common stock of the Issuer and is based on 14,738,284 shares of voting common stock of the Issuer outstanding on June 27, 2018, calculated on an as-converted basis (based on information provided by the Issuer, after giving effect to the Issuer's recent 1:15 stock split).

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CUSIP No. 47010C300

- 1 Name of Reporting Person:
Sagard Capital Partners GP, Inc.
I.R.S. Identification No. of Above Person (Entities Only): 20-3331555
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
AF
- 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:
0 |
| | 8 | Shared Voting Power:
3,314,956 Shares * |
| | 9 | Sole Dispositive Power:
0 |
| | 10 | Shared Dispositive Power:
3,314,956 Shares * |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
3,314,956 Shares *
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11):
22.5%**
- 14 Type of Reporting Person:
CO

* See footnote on first page.

** See footnote on first page.

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CUSIP No. 47010C300

- 1 Name of Reporting Person:
Sagard Capital Partners Management Corp.
I.R.S. Identification No. of Above Person (Entities Only): 20-2402055
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
AF
- 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:
0 |
| | 8 | Shared Voting Power:
3,314,956 Shares * |
| | 9 | Sole Dispositive Power:
0 |
| | 10 | Shared Dispositive Power:
3,314,956 Shares * |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person:
3,314,956 Shares *
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
- 13 Percent of Class Represented by Amount in Row (11):
22.5%**
- 14 Type of Reporting Person:
CO

* See footnote on first page.

** See footnote on first page

Statement on Schedule 13D

This Amendment No. 1, filed on behalf of Sagard Capital Partners, L.P., a Delaware limited partnership (Sagard), Sagard Capital Partners GP, Inc., a Delaware corporation (GP), and Sagard Capital Partners Management Corp., a Delaware corporation (Manager , and together with Sagard and GP, the Reporting Persons), amends and supplements the Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on April 2, 2018, relating to the voting common stock, \$0.0001 par value per share, of Jaguar Health, Inc., a Delaware corporation (the Issuer). This Amendment No. 1 is being filed to reflect the matters described in Item 4 below.

Item 4.

Item 4 is hereby supplemented by the addition of the following:

Pursuant to its director election rights as the holder of the Company's Series A Convertible Participating Preferred Stock, \$0.0001 par value per share, Sagard selected Mr. David MacNaughtan as one of its two director designees in accordance with the terms of the Issuer's Certificate of Designation of Series A Convertible Participating Preferred Stock. As previously reported in a Form 8-K filed by the Issuer on June 18, 2018, the Board of Directors (the Board) of the Issuer, by resolution contemplated in the Issuer's bylaws, increased the size of the Board from six to eight directors. As previously reported by the Issuer, in connection therewith, and to fill one of the two newly created vacancies, on June 18, 2018, the Board approved the appointment of Mr. David MacNaughtan to serve as a Class III director of the Company until the 2021 annual meeting of stockholders or until his successor is elected and qualified.

Item 7. Material to be Filed as Exhibits.

Exhibit A Persons Who may be Deemed to Control the Reporting Persons

Exhibit B Executive Officers and Directors of Sagard Capital Partners GP, Inc. and Sagard Capital Partners Management Corp.

Exhibit C Executive Officers and Directors of Power Corporation of Canada, Sagard Holdings ULC, and the Trustees of the Trust

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: June 28, 2018

SAGARD CAPITAL PARTNERS, L.P.

By: Sagard Capital Partners GP, Inc., its general partner

By: /s/ Samuel Robinson
Name: Samuel Robinson
Title: President

SAGARD CAPITAL PARTNERS GP, INC.

By: /s/ Samuel Robinson
Name: Samuel Robinson
Title: President

SAGARD CAPITAL PARTNERS MANAGEMENT CORP.

By: /s/ Samuel Robinson
Name: Samuel Robinson
Title: President

EXHIBIT A

Persons who may be Deemed to Control the Reporting Persons

Set forth below is the (i) name, (ii) principal business address and (iii) place of organization of each person who may be deemed, for purposes of this Statement, to control the Reporting Persons.

(i) 4190297 Canada Inc.
(ii) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
(iii) Canada

(i) Sagard Holdings ULC
(ii) Suite 2600, 595 Burrard Street, Vancouver, British Columbia, Canada V7X 1L3
(iii) British Columbia

(i) Power Corporation of Canada
(ii) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
(iii) Canada

(i) Pansolo Holding Inc.
(ii) 961 Churchill Avenue, Sudbury, Ontario, Canada P3A 4A3
(iii) Canada

EXHIBIT B

Executive Officers and Directors of Sagard Capital Partners GP, Inc.

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the executive officers and directors of Sagard Capital Partners GP, Inc.

- (i) Samuel Robinson
- (ii) Director and Executive Officer (President)
- (iii) United States and United Kingdom
- (iv) Managing Director, Sagard Capital Partners, L.P.
- (v) 280 Park Avenue, 3rd Floor West, New York, NY 10017
- (vi) None
- (vii) None

- (i) Paul Desmarais, III
- (ii) Director and Executive Officer (Executive Chairman)
- (iii) Canada
- (iv) Senior Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Sacha Haque
- (ii) Executive Officer (Secretary)
- (iii) Canada
- (iv) General Counsel & Secretary, Sagard Holdings ULC
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Adam Vigna
- (ii) Executive Officer (Chief Investment Officer)
- (iii) Canada
- (iv) Vice-President, Power Corporation of Canada
- (v) 161 Bay Street, Suite 500, Toronto (Ontario), Canada M5J 2S1
- (vi) None
- (vii) None

- (i) Greg Martinsen
- (ii) Executive Officer (Assistant Treasurer and Controller)
- (iii) United States
- (iv) Chief Financial Officer, Sagard Capital Partners Management Corp.
- (v) 280 Park Avenue, 3rd Floor West, New York, NY 10017
- (vi) None
- (vii) None

Executive Officers and Directors of Sagard Capital Partners Management Corp.

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the executive officers and directors of Sagard Capital Partners Management Corp.

(i) Samuel Robinson
(ii) Director and Executive Officer (President)
(iii) United States and United Kingdom
(iv) Managing Director, Sagard Capital Partners, L.P.
(v) 280 Park Avenue, 3rd Floor West, New York, NY 10017
(vi) None
(vii) None

(i) Paul Desmarais, III
(ii) Director and Executive Officer (Executive Chairman)
(iii) Canada
(iv) Senior Vice-President, Power Corporation of Canada
(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
(vi) None
(vii) None

(i) Sacha Haque
(ii) Executive Officer (General Counsel and Secretary)
(iii) Canada
(iv) General Counsel & Secretary, Sagard Holdings ULC
(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
(vi) None
(vii) None

(i) Adam Vigna
(ii) Executive Officer (Chief Investment Officer)
(iii) Canada
(iv) Vice-President, Power Corporation of Canada
(v) 161 Bay Street, Suite 500, Toronto (Ontario), Canada M5J 2S1
(vi) None
(vii) None

(i) Greg Martinsen
(ii) Executive Officer (Chief Financial Officer)
(iii) United States
(iv) Chief Financial Officer, Sagard Capital Partners Management Corp.
(v) 280 Park Avenue, 3rd Floor West, New York, NY 10017
(vi) None
(vii) None

EXHIBIT C

Executive Officers and Directors of Power Corporation of Canada

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, and (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the executive officers and directors of Power Corporation of Canada.

- (i) Pierre Beaudoin
- (ii) Director
- (iii) Canada
- (iv) Chairman of the Board, Bombardier Inc.
- (v) 800 René-Lévesque Blvd. West, 29th Floor, Montréal (Québec), Canada H3B 1Y8
- (vi) None
- (vii) None

- (i) Marcel R. Coutu
- (ii) Director
- (iii) Canada
- (iv) Director, Brookfield Asset Management, Inc.
- (v) 335 8th Avenue S.W., Suite 1700, Calgary (Alberta), Canada T2P 1C9
- (vi) None
- (vii) None

- (i) Christian Noyer
- (ii) Director
- (iii) France
- (iv) Honorary Governor, Banque de France
- (v) 9, rue de Valois, 75001 Paris, France
- (vi) None
- (vii) None

- (i) André Desmarais
- (ii) Director and Executive Officer
- (iii) Canada
- (iv) Deputy Chairman, President and Co-Chief Executive Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Paul Desmarais, Jr.
- (ii) Director and Executive Officer
- (iii) Canada
- (iv) Chairman and Co-Chief Executive Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Anthony R. Graham
- (ii) Director
- (iii) Canada

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- (iv) Vice-Chairman, Wittington Investments, Limited
- (v) 22 St. Clair Avenue East, Suite 2001, Toronto (Ontario), Canada M4T 2S7

(vi) None
(vii) None

(i) Isabelle Marcoux
(ii) Director
(iii) Canada
(iv) Chair of the Board, Transcontinental Inc.
(v) 1 Place Ville-Marie, Suite 3240, Montréal (Québec), Canada H3B 0G1
(vi) None
(vii) None

(i) R. Jeffrey Orr
(ii) Director
(iii) Canada
(iv) President and Chief Executive Officer, Power Financial Corporation
(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
(vi) None
(vii) None

(i) Michel Plessis-Bélair
(ii) Executive Officer
(iii) Canada
(iv) Vice-Chairman, Power Corporation of Canada
(v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
(vi) None
(vii) None

(i) J. David A. Jackson
(ii) Director
(iii) Canada
(iv) Partner Emeritus and Senior Counsel, Blake, Cassels & Graydon LLP
(v) 199 Bay Street, Suite 4000, Commerce Court W., Toronto (Ontario), Canada M5L 1A9
(vi) None
(vii) None

(i) T. Timothy Ryan, Jr.
(ii) Director
(iii) United States of America
(iv) Company Director
(v) 10295 Collins Avenue, Unit 404, Bal Harbour, FL, USA 33154
(vi) None
(vii) None

(i) Emőke J.E. Szathmáry
(ii) Director
(iii) Canada
(iv) President Emeritus, University of Manitoba
(v) 70 Dysart Road, Room 112, Winnipeg (Manitoba), Canada R3T 2M6
(vi) None
(vii) None

(i) Gregory D. Tretiak
(ii) Executive Officer

- (iii) Canada
- (iv) Executive Vice-President and Chief Financial Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Claude Généréux
- (ii) Executive Officer
- (iii) Canada
- (iv) Executive Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Pierre Larochelle
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, Investments, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Stéphane Lemay
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, General Counsel and Secretary, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Luc Reny
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Gary A. Doer
- (ii) Director
- (iii) Canada
- (iv) Company Director
- (v) 28 Algonquin Avenue, Winnipeg (Manitoba), Canada R2G 2H3
- (vi) None
- (vii) None

- (i) Paul Desmarais, III
- (ii) Executive Officer
- (iii) Canada
- (iv) Senior Vice-President, Power Corporation of Canada and Power Financial Corporation
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Olivier Desmarais
- (ii) Executive Officer
- (iii) Canada
- (iv) Senior Vice-President, Power Corporation of Canada and Power Financial Corporation
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Denis Le Vasseur
- (ii) Executive Officer
- (iii) Canada
- (iv) Vice-President and Controller, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

Executive Officers and Directors of Sagard Holdings ULC

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the executive officers and directors of Sagard Holdings ULC.

- (i) Paul Desmarais, III
 - (ii) Director and Executive Officer (Executive Chairman)
 - (iii) Canada
 - (iv) Senior Vice-President, Power Corporation of Canada
 - (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
 - (vi) None
 - (vii) None
-
- (i) Denis Le Vasseur
 - (ii) Director
 - (iii) Canada
 - (iv) Vice-President and Controller, Power Corporation of Canada
 - (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
 - (vi) None
 - (vii) None
-
- (i) Samuel Robinson
 - (ii) Director and Executive Officer (President)
 - (iii) United States and United Kingdom
 - (iv) Managing Director, Sagard Capital Partners, L.P.
 - (v) 280 Park Avenue, 3rd Floor West, New York, NY 10017
 - (vi) None
 - (vii) None
-
- (i) Sacha Haque
 - (ii) Executive Officer (General Counsel and Secretary)
 - (iii) Canada
 - (iv) General Counsel & Secretary, Sagard Holdings ULC
 - (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
 - (vi) None
 - (vii) None
-
- (i) Adam Vigna
 - (ii) Executive Officer (Chief Investment Officer)
 - (iii) Canada
 - (iv) Vice-President, Power Corporation of Canada
 - (v) 161 Bay Street, Suite 500, Toronto (Ontario), Canada M5J 2S1
 - (vi) None
 - (vii) None
-
- (i) Greg Martinsen
 - (ii) Executive Officer (Assistant Treasurer and Controller)
 - (iii) United States
 - (iv) Chief Financial Officer, Sagard Capital Partners Management Corp.
 - (v) 280 Park Avenue, 3rd Floor West, New York, NY 10017
 - (vi) None
 - (vii) None

- (i) Colin Hall
- (ii) Director
- (iii) United States
- (iv) Head of Investments, Groupe Bruxelles Lambert
- (v) 24 Avenue Marnix, 1000 Brussels, Belgium
- (vi) None
- (vii) None

- (i) Gregory D. Tretiak
- (ii) Director
- (iii) Canada
- (iv) Executive Vice President and Chief Financial Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montreal (Quebec), Canada, H24 253
- (vi) None
- (vii) None

- (i) Amaury de Seze
- (ii) Director
- (iii) France
- (iv) Vice Chairman, Power Financial Corporation
- (v) 24 Avenue Marnix, 1000 Brussels, Belgium
- (vi) None
- (vii) None

- (i) Brian Walsh
- (ii) Director
- (iii) United States and Canada
- (iv) Head Principal and Chief Strategist, Titan Advisors LLC
- (v) 750 Washington, Blvd, 10th Floor, Stamford, CT, 06901
- (vi) None
- (vii) None

Trustees of The Desmarais Family Residuary Trust

Set forth below is the (i) name, (ii) title, (iii) country of citizenship, (iv) principal occupation, (v) principal business address, and (vi) ownership of Shares (if any) and (vii) transactions in Shares during the past 60 days (if any) of each of the trustees of The Desmarais Family Residuary Trust, other than Sophie Desmarais.

- (i) Paul Desmarais, Jr.
- (ii) Trustee
- (iii) Canada
- (iv) Chairman and Co-Chief Executive Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) André Desmarais
- (ii) Trustee
- (iii) Canada
- (iv) Deputy Chairman, President and Co-Chief Executive Officer, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Michel Plessis-Bélair
- (ii) Trustee
- (iii) Canada
- (iv) Vice-Chairman, Power Corporation of Canada
- (v) 751 Victoria Square, Montréal (Québec), Canada H2Y 2J3
- (vi) None
- (vii) None

- (i) Guy Fortin
- (ii) Trustee
- (iii) Canada
- (iv) Attorney
- (v) 759 Square Victoria, Montréal (Québec), Canada H2Y 2J7
- (vi) None
- (vii) None