

Edgar Filing: AEOLUS PHARMACEUTICALS, INC. - Form SC 13G/A

AEOLUS PHARMACEUTICALS, INC.  
Form SC 13G/A  
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULES 13d-1(b), (c) AND (d)  
AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)\*

Aeolus Pharmaceuticals Inc.  
-----  
(Name of Issuer)

COMMON STOCK  
-----  
(Title of Class of Securities)

00765G109  
-----  
(CUSIP Number)

December 31, 2004  
-----

Date of Event which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*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. 00765G109  
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13G

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Page 2 of 12 Pages  
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1 NAME OF REPORTING PERSON

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Biotechnology Value Fund, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)  [X]  
(b)  [ ]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

5 SOLE VOTING POWER  
NUMBER OF  
SHARES 0  
BENEFICIALLY OWNED BY  
EACH REPORTING  
PERSON WITH  
6 SHARED VOTING POWER  
336,000 shares (1)  
-----

7 SOLE DISPOSITIVE POWER

0  
-----

8 SHARED DISPOSITIVE POWER

336,000 shares (1)  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

336,000 shares (1)  
-----

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

[ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.41%(1) (2)  
-----

12 TYPE OF REPORTING PERSON (See Instructions)

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PN

See attached for footnotes.

CUSIP No. 00765G109

13G

Page 3 of 12 Pages

1 NAME OF REPORTING PERSON

Biotechnology Value Fund II, L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(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	0
--	---

6 SHARED VOTING POWER

238,000 shares (1)
--------------------

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

238,000 shares (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

238,000 shares (1)

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.71% (1) (2)

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

See attached for footnotes.

CUSIP No. 00765G109

13G

Page 4 of 12 Pages

1 NAME OF REPORTING PERSON

BVF Investments, L.L.C.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [X]

(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 0

6 SHARED VOTING POWER  
490,000 shares (1)

7 SOLE DISPOSITIVE POWER

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0

8 SHARED DISPOSITIVE POWER

490,000 shares (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

490,000 shares (1)

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

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.51%(1) (2)

12 TYPE OF REPORTING PERSON (See Instructions)

OO

See attached for footnotes.

CUSIP No. 00765G109

13G

Page 5 of 12 Pages

1 NAME OF REPORTING PERSON

Investment 10, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [X]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	0	
	6	SHARED VOTING POWER
	56,000	shares (1)
	7	SOLE DISPOSITIVE POWER
	0	
	8	SHARED DISPOSITIVE POWER
	56,000	shares (1)

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,000 shares (1)

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

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.40% (1) (2)

12 TYPE OF REPORTING PERSON (See Instructions)

OO

See attached for footnotes.

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CUSIP No. 00765G109

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13G

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Page 6 of 12 Pages

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1 NAME OF REPORTING PERSON

BVF Partners L.P.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a)  [X]  
(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 0

6 SHARED VOTING POWER  
1,120,000 shares (1)

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
1,120,000 shares (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,120,000 shares (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)  
 [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.03%(1) (2)

12 TYPE OF REPORTING PERSON (See Instructions)  
PN

See attached for footnotes.

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CUSIP No. 00765G109  
-----

13G

-----  
Page 7 of 12 Pages  
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1 NAME OF REPORTING PERSON

BVF Inc.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (entities only)

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5 SOLE VOTING POWER

0

-----  
6 SHARED VOTING POWER

1,120,000 shares (1)

-----  
7 SOLE DISPOSITIVE POWER

0

-----  
8 SHARED DISPOSITIVE POWER

1,120,000 shares (1)

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,120,000 shares (1)

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)



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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.03%(1) (2)

12 TYPE OF REPORTING PERSON (See Instructions)  
IA, CO

See attached for footnotes.

CUSIP No. 00765G109 13G Page 8 of 12 Pages

The following footnotes relate to pages 2 thru 7:

(1) With respect to each Reporting Person, the following securities are held, as follows (See Item 2(a) for defined terms for each entity and all other capitalized terms below):

Security Type	BVF	BVF2	Investments	ILL10	Partners	BVF Inc.
Common Stock	240,000	170,000	350,000	40,000	800,000	800,000
Warrants	96,000	68,000	140,000	16,000	320,000	320,000

The Warrants may be exercised at any time until expiration on April 19, 2009 for shares of the issuer's Common Stock at an exercise price of \$0.40 per share (subject to adjustment).

(2) Percentage calculations are based on 13,947,303 shares of Common Stock outstanding and 1,120,000 shares of Common Stock issuable upon exercise of the Warrants held by the Reporting Persons.

CUSIP No. 00765G109 13G Page 9 of 12 Pages

Item 1(a). Name of Issuer:

Aeolus Pharmaceuticals Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

P.O. Box 14287  
79 T.W. Alexander Drive  
4401 Research Commons, Suite 200  
Research Triangle Park, NC 27709

Item 2(a). Names of Person Filing

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This Amendment to Schedule 13G is being filed on behalf of the following persons (the "Reporting Persons"):

- (i) Biotechnology Value Fund, L.P. ("BVF")
- (ii) Biotechnology Value Fund II, L.P. ("BVF2")
- (iii) BVF Investments, L.L.C. ("Investments")
- (iv) Investment 10, L.L.C. ("ILL10")
- (v) BVF Partners L.P. ("Partners")
- (vi) BVF Inc. ("BVF Inc.")

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business office of the Reporting Persons comprising the group filing this Amendment to Schedule 13G is located at 227 West Monroe Street, Suite 4800, Chicago, Illinois, 60606.

Item 2(c). Citizenship or Place of Organization:

BVF:	a Delaware limited partnership
BVF2:	a Delaware limited partnership
Investments:	a Delaware limited liability company
ILL10:	an Illinois limited liability company
Partners:	a Delaware limited partnership
BVF Inc.:	a Delaware corporation

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CUSIP No. 00765G109  
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13G

-----  
Page 10 of 12 Pages  
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Item 2(d). Title of Class of Securities:

This Amendment to Schedule 13G is being filed with respect to the common stock, par value \$.001 per share (the "Common Stock"), of Aeolus Pharmaceuticals Inc. The Reporting Persons' percentage ownership of Common Stock is based on 13,947,303 shares of Common Stock being outstanding and the beneficial ownership by the Reporting Persons of 320,000 warrants (the "Warrants") to purchase an equivalent number of shares of the Common Stock. See the discussion in footnote (1) for a further description of the Warrants.

As of December 31, 2004, (i) BVF beneficially owned 336,000 shares of Common Stock, of which 96,000 shares are attributable to Warrants; (ii) BVF2 beneficially owned 238,000 shares of Common Stock, of which 68,000 shares are attributable to Warrants; (iii) Investments beneficially owned 490,000 shares of Common Stock, of which 140,000 shares are attributable to Warrants; and (iv) ILL10 beneficially owned 56,000 shares of Common Stock, of which 16,000 shares are attributable to Warrants. Beneficial ownership by Partners and BVF Inc. includes 1,120,000 shares of Common Stock, of which 320,000 shares are attributable to Warrants.

Item 2(e). CUSIP Number:

00765G109

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(B), or 13d-2(B) or (C)

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Check Whether the Person Filing is: One of the Following

Not applicable as this Amendment to Schedule 13G is filed pursuant to Rule 13d-1(c).

Item 4. Ownership

The information in items 1 and 5 through 11 on the cover pages (pp. 2 - 7) on this Amendment to Schedule 13G is hereby incorporated by reference.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities check the following. | |

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Pursuant to the operating agreement of Investments, Partners is authorized, among other things, to invest funds of Ziff Asset Management, L.P., the majority member of Investments, in shares of Common Stock and Warrants described herein and to vote and exercise dispositive power over those securities. Partners and BVF Inc. share voting and dispositive power over the shares of Common Stock and the Warrants beneficially owned by BVF, BVF2, Investments and those owned by ILL10, on whose behalf Partners acts as investment manager and, accordingly, Partners and BVF Inc. have beneficial ownership of all of the shares of Common Stock and Warrants held by such parties.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Securities Being Reported on By the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

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CUSIP No. 00765G109

13G

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Page 11 of 12 Pages  
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Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

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Dated February 11, 2005

BIOTECHNOLOGY VALUE FUND, L.P.

By: BVF Partners L.P., its general partner

By: BVF Inc., its general partner

By: /s/ MARK N. LAMPERT

-----  
Mark N. Lampert  
President

BIOTECHNOLOGY VALUE FUND II, L.P.

By: BVF Partners L.P., its general partner

By: BVF Inc., its general partner

By: /s/ MARK N. LAMPERT

-----  
Mark N. Lampert  
President

BVF INVESTMENTS, L.L.C.

By: BVF Partners L.P., its manager

By: BVF Inc., its general partner

By: /s/ MARK N. LAMPERT

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Mark N. Lampert  
President

INVESTMENT 10, L.L.C.

By: BVF Partners L.P., its attorney-in-fact

By: BVF Inc., its general partner

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CUSIP No. 00765G109

13G

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Page 12 of 12 Pages  
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By: /s/ MARK N. LAMPERT

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Mark N. Lampert  
President

BVF PARTNERS L.P.

By: BVF Inc., its general partner

By: /s/ MARK N. LAMPERT

-----  
Mark N. Lampert  
President

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BVF INC.

By: /s/ MARK N. LAMPERT

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Mark N. Lampert  
President