

Edgar Filing: IVAX DIAGNOSTICS INC - Form SC 13D/A

IVAX DIAGNOSTICS INC
Form SC 13D/A
September 05, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 2)

Under the Securities Exchange Act of 1934*

IVAX DIAGNOSTICS, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

45070W 10 9

(CUSIP Number)

IVAX Corporation
c/o Richard S. Egosi, Esq.
Teva Pharmaceuticals USA, Inc.
425 Privet Road
P.O. Box 1005
Horsham, PA 19044-8005
(215) 293-6400

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

Copies to:
Peter H. Jakes, Esq.
Jeffrey S. Hochman, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, NY 10019-6099
(212) 728-8000

September 2, 2008

(Date of Event which Requires
Filing of this Schedule)

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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-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.

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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).

SCHEDULE 13D/A

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| | | |
|--|---|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | Teva Pharmaceutical Industries Limited | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS* | |
| | Not applicable | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Israel | |
| | 7 | SOLE VOTING POWER |
| | 0 | |
| | 8 | SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 0 | |
| | 9 | SOLE DISPOSITIVE POWER |
| | 0 | |
| | 10 | SHARED DISPOSITIVE POWER |
| | 0 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON | |
| | 0 | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* | <input type="checkbox"/> |

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

14 TYPE OF REPORTING PERSON*
CO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
IVAX Corporation

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
Not applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Florida

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

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0

| | |
|----|--|
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% |
| 14 | TYPE OF REPORTING PERSON* CO |

This Amendment No. 2 ("Amendment No. 2") amends the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on March 26, 2001 by IVAX Corporation ("IVAX"), a Florida corporation and wholly-owned subsidiary of Teva (as defined below), as amended by Amendment No. 1 to Schedule 13D/A filed with the SEC on January 26, 2006 (as amended through this Amendment No. 2, the "Schedule 13D"), and is being filed on behalf of IVAX and Teva Pharmaceutical Industries Limited, an Israeli corporation ("Teva" and, together with IVAX, the "Filers"). The Schedule 13D relates to the common stock, par value \$0.01 per share (the "Common Stock"), of IVAX Diagnostics, Inc., a Delaware corporation (the "Company").

Item 5. Interest in Securities of the Issuer.

Item 5 is amended by adding the following:

Pursuant to stock purchase agreements entered into by IVAX and each of Debregeas & Associates Pharma SAS, a French Company ("Debregeas"), UMBRIA LLC, a company organized under the laws of the Republic of the Seychelles ("Umbria"), and Paul F. Kennedy (together with Debregeas and Umbria, the "Buyers"), the Buyers purchased from IVAX all of the 20 million shares of Common Stock that IVAX owned for an aggregate purchase price of \$14 million. As of the date hereof, neither of the Filers own any Common Stock.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 5, 2008

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

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By: /s/ Doron Blachar

Name: Doron Blachar
Title: Vice President Finance

By: /s/ Dov Bergwerk

Name: Dov Bergwerk
Title: Legal

IVAX CORPORATION

By: /s/ Deborah Griffin

Name: Deborah Griffin
Title: Vice President and Treasurer

By: /s/ Austin D. Kim

Name: Austin D. Kim
Title: Assistant Secretary

[SIGNATURE PAGE TO AMENDMENT NO. 2 TO SCHEDULE 13D
WITH RESPECT TO IVAX DIAGNOSTICS, INC.]