

Edgar Filing: IMMTECH INTERNATIONAL INC - Form SC 13G/A

IMMTECH INTERNATIONAL INC  
Form SC 13G/A  
March 25, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

Immtech International, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

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

452519 10 1

-----  
(CUSIP Number)

March 3, 2003

-----  
(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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-----  
1. NAME OF REPORTING PERSON.

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Johnson Matthey Public Limited Company

- 
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  
United Kingdom

-----

Number of Shares	5. Sole Voting Power
Beneficially Owned	0
By Each Reporting	6. Shared Voting Power
Person With	379,850
	7. Sole Dispositive Power
	0
	8. Shared Dispositive Power
	379,850

- 
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
379,850

- 
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  
4.96%

- 
12. TYPE OF REPORTING PERSON (See Instructions)  
CO

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- 
1. NAME OF REPORTING PERSON.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
  
Matthey Holdings Limited

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

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United Kingdom

Number of Shares	5. Sole Voting Power
Beneficially Owned	0
By Each Reporting	6. Shared Voting Power
Person With	379,850
	7. Sole Dispositive Power
	0
	8. Shared Dispositive Power
	379,850

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
379,850

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  
4.96%

12. TYPE OF REPORTING PERSON (See Instructions)  
CO

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1. NAME OF REPORTING PERSON.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Matthey Finance Ltd.

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  
United Kingdom

Number of Shares	5. Sole Voting Power
Beneficially Owned	0
By Each Reporting	6. Shared Voting Power

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Person With 379,850  
7. Sole Dispositive Power  
0  
8. Shared Dispositive Power  
379,850

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
379,850

-----  
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  
4.96%

-----  
12. TYPE OF REPORTING PERSON (See Instructions)  
CO

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1. NAME OF REPORTING PERSON.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Johnson Matthey Investments, Ltd.

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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  
United Kingdom

-----  
Number of Shares 5. Sole Voting Power  
Beneficially Owned 0  
By Each Reporting 6. Shared Voting Power  
Person With 379,850  
7. Sole Dispositive Power  
0  
8. Shared Dispositive Power  
379,850

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
379,850

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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  
4.96%

12. TYPE OF REPORTING PERSON (See Instructions)  
CO

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1. NAME OF REPORTING PERSON.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Johnson Matthey America Holdings Limited

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  
United Kingdom

Number of Shares	5. Sole Voting Power
Beneficially Owned	0
By Each Reporting	6. Shared Voting Power
Person With	379,850
	7. Sole Dispositive Power
	0
	8. Shared Dispositive Power
	379,850

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
379,850

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  
4.96%

12. TYPE OF REPORTING PERSON (See Instructions)

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CO

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1. NAME OF REPORTING PERSON.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Johnson Matthey Holdings, Inc.

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	5. Sole Voting Power
Beneficially Owned	0
By Each Reporting	6. Shared Voting Power
Person With	379,850
	7. Sole Dispositive Power
	0
	8. Shared Dispositive Power
	379,850

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
379,850

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  
4.96%

12. TYPE OF REPORTING PERSON (See Instructions)  
CO

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1. NAME OF REPORTING PERSON.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
Johnson Matthey Pharmaceutical Materials, Inc.

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

-----

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

Number of Shares	5. Sole Voting Power
Beneficially Owned	0
By Each Reporting	6. Shared Voting Power
Person With	379,850
	7. Sole Dispositive Power
	0
	8. Shared Dispositive Power
	379,850

-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
379,850

-----

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  
4.96%

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12. TYPE OF REPORTING PERSON (See Instructions)  
CO

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This Amendment No. 2 amends the Schedule 13G dated April 20, 2001 as previously amended (the "Schedule 13G") that was filed on behalf of: (i) Johnson Matthey Public Limited Company, a United Kingdom corporation; (ii) Matthey Holdings Limited, a United Kingdom corporation; (iii) Matthey Finance Ltd., a United Kingdom corporation; (iv) Johnson Matthey Investments, Ltd., a United Kingdom corporation; (v) Johnson Matthey America Holdings Limited, a United Kingdom corporation; (vi) Johnson Matthey Holdings, Inc., a Delaware corporation; and (vii) Johnson Matthey Pharmaceutical Materials, Inc., a Delaware corporation,

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with respect to the common stock, par value \$0.01 per share, of Immtech International, Inc. This Amendment No. 1 is filed in accordance with 17 C.F.R. Sec. 240.13d-2(b) to report changes in the information reported in the Schedule 13G as of March 3, 2003. Except as disclosed herein there has been no change in the information reported in the Schedule 13G.

### Item 4. Ownership

- (a) Amount Beneficially Owned: As of March 3, 2003, Johnson Matthey Pharmaceuticals Materials, Inc. owns of record 379,850 shares of Common Stock of Immtech International, Inc. Johnson Matthey Public Limited Company is the ultimate parent entity of each of the corporations listed below. By virtue of their relationship as affiliated companies, each of these entities and Johnson Matthey Public Limited Company may be deemed to share voting power and the power to direct the disposition of the 379,850 shares (or 4.96% of the outstanding shares of Common Stock) which Johnson Matthey Pharmaceuticals Materials, Inc. owns of record.

Matthey Holdings Limited  
Matthey Finance Ltd.  
Johnson Matthey Investments, Ltd.  
Johnson Matthey America Holdings Limited  
Johnson Matthey Holdings, Inc.  
Johnson Matthey Pharmaceutical Materials, Inc.

### (b) Percent of Class:

Matthey Holdings Limited	4.96%
Matthey Finance Ltd.	4.96%
Johnson Matthey Investments, Ltd.	4.96%
Johnson Matthey America Holdings Limited	4.96%
Johnson Matthey Holdings, Inc.	4.96%
Johnson Matthey Pharmaceutical Materials, Inc.	4.96%

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The percent of class is calculated based on the 7,661,310 shares of Common Stock reported to be outstanding as of January 31, 2003 in the Quarterly Report on Form 10-Q of Immtech International, Inc. for the quarter ended December 31, 2002.

### (c) Number of shares as to which such person has:

#### (i) sole power to vote or to direct the vote:

Johnson Matthey Public Limited Company	0 shares
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Matthey Holdings Limited	0 shares
Matthey Finance Ltd.	0 shares
Johnson Matthey Investments, Ltd.	0 shares
Johnson Matthey America Holdings Limited	0 shares
Johnson Matthey Holdings, Inc.	0 shares
Johnson Matthey Pharmaceutical Materials, Inc.	0 shares

(ii) shared power to vote or to direct the vote:

Johnson Matthey Public Limited Company	379,850 shares
Matthey Holdings Limited	379,850 shares
Matthey Finance Ltd.	379,850 shares
Johnson Matthey Investments, Ltd.	379,850 shares
Johnson Matthey America Holdings Limited	379,850 shares
Johnson Matthey Holdings, Inc.	379,850 shares
Johnson Matthey Pharmaceutical Materials, Inc.	379,850 shares

(iii) sole power to dispose or to direct the disposition of:

Johnson Matthey Public Limited Company	0 shares
Matthey Holdings Limited	0 shares
Matthey Finance Ltd.	0 shares
Johnson Matthey Investments, Ltd.	0 shares
Johnson Matthey America Holdings Limited	0 shares
Johnson Matthey Holdings, Inc.	0 shares
Johnson Matthey Pharmaceutical Materials, Inc.	0 shares

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(iv) shared power to dispose or to direct the disposition of:

Johnson Matthey Public Limited Company	379,850 shares
Matthey Holdings Limited	379,850 shares
Matthey Finance Ltd.	379,850 shares
Johnson Matthey Investments, Ltd.	379,850 shares
Johnson Matthey America Holdings Limited	379,850 shares
Johnson Matthey Holdings, Inc.	379,850 shares
Johnson Matthey Pharmaceutical Materials, Inc.	379,850 shares

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

If this statement is being filed to report the fact that as of the date hereof, the reporting person(s) have ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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SIGNATURES

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

Johnson Matthey Public Limited Company

By: /s/ D. W. MORGAN  
-----  
Name: David Morgan  
-----  
Title: Director  
-----

Matthey Holdings Limited

By: /s/ D. W. MORGAN  
-----  
Name: David Morgan  
-----  
Title: Director  
-----

Matthey Finance Ltd.

By: /s/ D. W. MORGAN  
-----  
Name: David Morgan  
-----  
Title: Director  
-----

Johnson Matthey Investments, Ltd.

By: /s/ D. W. MORGAN  
-----  
Name: David Morgan  
-----  
Title: Director  
-----

Johnson Matthey America Holdings Limited

By: /s/ D. W. MORGAN  
-----  
Name: David Morgan  
-----  
Title: Director  
-----

Johnson Matthey Holdings, Inc.

By: /s/ EDWARD H. RAVERT, JR.  
-----  
Name: Edward H. Ravert, Jr.  
-----  
Title: Vice President  
-----

Johnson Matthey Pharmaceutical Materials, Inc.

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By: /s/ ROBERT M. TALLEY  
-----  
Name: Robert M. Talley  
-----  
Title: Vice President, General Counsel  
& Secretary  
-----