

PYXIS INNOVATIONS INC  
Form SC 13D/A  
August 05, 2010

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

## **SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**  
(Amendment No. 11)

# **INTERLEUKIN GENETICS, INC.**

(Name of Issuer)

## **Common Stock \$.001 Par Value**

(Title of Class of Securities)

**458738101**

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(CUSIP Number)

Bryan Cave LLP  
One Metropolitan Square  
211 North Broadway, Suite 3600  
St. Louis, Missouri 63102  
Attention: Robert J. Endicott  
Telephone (314) 259-2447

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

**July 30, 2010**

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(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 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.

(Continued on the following pages)

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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.

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**SCHEDULE 13D**

1 NAMES OF REPORTING PERSONS

Pyxis Innovations Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) AF

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

36,642,174

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

36,642,174

PERSON WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,642,174

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

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

55.3%

14 TYPE OF REPORTING PERSON

CO

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**SCHEDULE 13D**

1 NAMES OF REPORTING PERSONS

Alticor Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)x

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) OO

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Michigan

NUMBER OF 7 SOLE VOTING POWER

SHARES

36,642,174

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

36,642,174

PERSON WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,642,174

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

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

55.3%

14 TYPE OF REPORTING PERSON

HC

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**SCHEDULE 13D**

1 NAMES OF REPORTING PERSONS

Solstice Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) OO

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Michigan

NUMBER OF 7 SOLE VOTING POWER

SHARES

36,642,174

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

0

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

36,642,174

PERSON WITH 10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,642,174

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

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

55.3%

14 TYPE OF REPORTING PERSON

HC

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**SCHEDULE 13D**

1 NAMES OF REPORTING PERSONS

Alticor Global Holdings Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	7	SOLE VOTING POWER	
SHARES			36,642,174
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING			36,642,174
PERSON WITH	10	SHARED DISPOSITIVE POWER	

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,642,174

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

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

55.3%

14 TYPE OF REPORTING PERSON

HC

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**SCHEDULE 13D**

This Amendment No. 11 to Schedule 13D (this Amendment No. 11) amends the initial Statement on Schedule 13D filed March 14, 2003 of Pyxis Innovations Inc. (Pyxis), Alticor Inc., Solstice Holdings Inc. (formerly known as Alticor Holdings Inc.) and Alticor Global Holdings Inc. (the Initial Schedule 13D), as amended by Amendment No. 1 filed July 22, 2003 (Amendment No. 1), Amendment No. 2 filed September 24, 2004 (Amendment No. 2), Amendment No. 3 filed June 23, 2006 (Amendment No. 3), Amendment No. 4 filed August 28, 2006 (Amendment No. 4), Amendment No. 5 filed July 25, 2007 (Amendment No. 5), Amendment No. 6 filed January 16, 2008 (Amendment No. 6), Amendment No. 7 filed September 19, 2008 (Amendment No. 7), Amendment No. 8 filed March 26, 2009 (Amendment No. 8), Amendment No. 9 filed August 19, 2009 (Amendment No. 9) and Amendment No. 10 filed February 3, 2010 (Amendment No. 10).

Amendment No. 10, Amendment No. 9, Amendment No. 8, Amendment No. 7, Amendment No. 6, Amendment No. 5, Amendment No. 4, Amendment No. 3, Amendment No. 2, Amendment No. 1 and the Initial Schedule 13D are collectively referred to in this Amendment No. 11 as the Previous Filings. To the extent any item is superseded by a later filing, the later filing is operative and controlling. As noted therein, Amendment No. 8 restated certain information previously included in the Initial Schedule 13D and Amendment No. 7, Amendment No. 6, Amendment No. 5, Amendment No. 4, Amendment No. 3, Amendment No. 2 and Amendment No. 1. Except as otherwise set forth herein, this Amendment No. 11 does not modify any of the information previously reported in the Previous Filings.

*Explanatory Note*

This Amendment No. 11 is filed for the purpose of providing information regarding changes in Pyxis representatives on the Issuer's board of directors. Please see Item 4(d) below for additional information regarding these changes.

**Item 1. Security and Issuer.**

Name of Issuer:

Interleukin Genetics, Inc.

Title of Class of Equity Securities:

Common Stock \$.001 Par Value

Address of Issuer's Principal Executive Office:

135 Beaver Street

Waltham, MA 02452

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**SCHEDULE 13D**

**Item 2. Identity and Background.**

The information set forth in Item 2 of Amendment No. 10 and Amendment No. 8 is incorporated herein by reference.

**Item 3. Source and Amount of Funds or Other Consideration.**

The information set forth in Item 3 of Amendment No. 10 and Amendment No. 8 is incorporated herein by reference.

#### **Item 4. Purpose of Transaction.**

The information set forth in Item 4 of Amendment No. 8 is incorporated herein by reference.

(d) Pyxis is the sole holder of the Series A Preferred Stock, par value \$0.001 per share, of the Issuer (the Series A Preferred Stock ). The holders of the Series A Preferred Stock are entitled to nominate and elect four members of the Board of Directors (the Board ) of the Issuer (the Series A Directors ). In the case of any vacancy in the office of a director occurring among the Series A Directors, the remaining Series A Directors may, by majority vote, elect a successor to hold such office for the unexpired term thereof.

On July 30, 2010 George D. Calvert, a Series A Director, tendered his resignation as a member of the Board. On July 30, 2010 pursuant to a Unanimous Written Consent of the Series A Directors, the remaining Series A Directors elected Catherine Ehrenberger to hold office as a member of the Board as a Series A Director to fill the vacancy created by Mr. Calvert's resignation.

#### **Item 5. Interest in Securities of the Issuer.**

(a) Pyxis beneficially owns 36,642,174 shares of the Issuer's stock, which is approximately 55.3% of the sum of the number of the Issuer's Common Stock that was outstanding as of April 30, 2010 (as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission) plus the number of shares that would have been outstanding upon conversion of all of the preferred stock and the convertible notes held by Pyxis as of such date.

Alticor Inc., Solstice Holdings Inc., and Alticor Global Holdings Inc. may be deemed to beneficially own the same 36,642,174 shares of the Issuer's stock.

The number of shares reported in this Item 5(a) includes 6,884,056 shares of Common Stock owned directly by Pyxis (as of July 30, 2010), 28,160,200 shares of Common Stock issuable to Pyxis upon conversion of its 5,000,000 shares of Series A Preferred Stock (as of July 30, 2010) and 1,597,918 shares of Common Stock issuable to Pyxis upon conversion of the convertible notes issued June 10, 2008, May 29, 2009, November 9, 2009 and February 1, 2010 (as of July 30, 2010). In determining Pyxis' beneficial ownership percentage above, a division calculation is used wherein 36,642,174 is the numerator and the denominator is equal to the sum of: (a) all shares of Common Stock outstanding (as reported by the Issuer), (b) 28,160,200 shares issuable to Pyxis upon the conversion of the Series A Preferred Stock, and (c) 1,597,918 shares issuable to Pyxis upon the conversion of the convertible notes.



**SCHEDULE 13D**

The calculations in this Item 5(a) are based on the Issuer having 36,510,627 shares of Common Stock outstanding as of April 30, 2010, as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission. In addition, these calculations assume no outstanding options or other rights to obtain Common Stock have been exercised by their holders except for the conversion of the Series A Preferred Stock and convertible notes by Pyxis as described herein or as otherwise indicated by the Issuer.

None of the other persons named in Item 2 of Amendment No. 8 is the beneficial owner of the Common Stock except to the extent beneficial ownership of shares owned by Pyxis may be attributed to such person.

(b) Pyxis holds the sole power to vote and dispose of the securities of the Issuer that it holds. Alticor Inc., Solstice Holdings Inc., and Alticor Global Holdings Inc. have the power to direct the voting and disposition of the securities of the Issuer held by Pyxis by virtue of their direct or indirect control of Pyxis.

(c) None

(d) Not applicable

(e) Not applicable

The responses to (a) of this Item 5 are "Not Applicable" for the Directors and Officers named in Item 2 of Amendment No. 8. The responses to paragraph (b) and (c) of this Item 5 are "Not Applicable" and "None", respectively, for Alticor Inc., Solstice Holdings Inc., Alticor Global Holdings Inc., and the Directors and Officers named in Item 2 of Amendment No. 8.

In addition, the information included in Item 4 above and in Item 4 of Amendment No. 8 is incorporated herein by reference.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

The information set forth in Item 6 of Amendment No. 8 and in Item 4 of this Amendment No. 10 is incorporated herein by reference.

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**SCHEDULE 13D**

**Item 7. Material to Be Filed as Exhibits.**

**Exhibit**

**Number    Description**

99.1        (i) Stock Purchase Agreement, dated March 5, 2003, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K filed on March 5, 2003).

              (ii) Amendment No. 1 to Stock Purchase Agreement, dated May 20, 2003, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K filed on May 30, 2003).

              (iii) Second Amendment to Stock Purchase Agreement, dated March 5, 2005, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.41 to the Issuer's Form 10-K for the year ended December 31, 2004).

99.2        Certificate of Designations, Preferences and Rights of the Series A Preferred Stock of Interleukin Genetics, Inc. filed with the Delaware Secretary of State (hereby incorporated by reference to Exhibit 3.1 to the Issuer's Form 8-K filed on March 5, 2003).

99.3        (i) Stock Purchase Agreement, dated August 17, 2006, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.12 to Amendment No. 4 filed August 28, 2006).

              (ii) First Amendment to Stock Purchase Agreement, dated August 12, 2008, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.14 to Amendment No. 7 filed September 19, 2008).

              (iii) Second Amendment to Stock Purchase Agreement, dated March 10, 2009, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.3(iii) to Amendment No. 8 filed March 26, 2009).

99.4        (i) Amended and Restated Note Purchase Agreement, dated March 10, 2009, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.1 to the Issuer's Form 8-K filed on March 13, 2009).

(ii) First Amendment to Amended and Restated Note Purchase Agreement dated August 10, 2009 between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.4(ii) to Amendment No. 9 filed August 19, 2009).

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**SCHEDULE 13D**

(iii) Second Amendment to Amended and Restated Note Purchase Agreement dated February 1, 2010 between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.1 to the Issuer's Form 8-K filed on February 2, 2010).

99.5 (i) Exclusive License Agreement, dated March 5, 2003, between Interleukin Genetics, Inc. and Access Business Group International LLC (hereby incorporated by reference to Exhibit 10.7 to the Issuer's Form 8-K filed on March 5, 2003).

(ii) \*First Amendment to Exclusive License Agreement, dated September 1, 2008, between Interleukin Genetics, Inc. and Access Business Group International LLC (hereby incorporated by reference to Exhibit 99.16 to Amendment No. 7 filed September 19, 2008).

99.6 Amended and Restated Bylaws of Interleukin Genetics, Inc. filed with the Delaware Secretary of State (hereby incorporated by reference to Exhibit 3.1 to the Issuer's Form 8-K filed on July 28, 2008).

99.7 Registration Rights Agreement, dated March 5, 2003, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 10.8 to the Issuer's Form 8-K filed on March 5, 2003).

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\* Confidential treatment granted as to certain portions, which portions were omitted and filed separately with the SEC.



**SCHEDULE 13D**

**SIGNATURES**

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: July 30, 2010

PYXIS INNOVATIONS INC.

By: /s/ Kim S. Mitchell  
Kim S. Mitchell, Assistant Secretary

Dated: July 30, 2010

ALTICOR INC.

By: /s/ Kim S. Mitchell  
Kim S. Mitchell, Assistant Secretary

Dated: July 30, 2010

SOLSTICE HOLDINGS INC.

By: /s/ Kim S. Mitchell  
Kim S. Mitchell, Assistant Secretary

Dated: July 30, 2010

ALTICOR GLOBAL HOLDINGS INC.

By: /s/ Kim S. Mitchell  
Kim S. Mitchell, Assistant Secretary

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**EXHIBIT INDEX**

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99.2        Certificate of Designations, Preferences and Rights of the Series A Preferred Stock of Interleukin Genetics, Inc. filed with the Delaware Secretary of State (hereby incorporated by reference to Exhibit 3.1 to the Issuer's Form 8-K filed on March 5, 2003).

99.3        (i) Stock Purchase Agreement, dated August 17, 2006, between Interleukin Genetics, Inc. and Pyxis Innovations Inc. (hereby incorporated by reference to Exhibit 99.12 to Amendment No. 4 filed August 28, 2006).

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