

INTERLEUKIN GENETICS INC  
Form SC 13D/A  
January 06, 2015

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

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

**Interleukin Genetics, Inc.**  
**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**  
**(Title of Class of Securities)**

**458738101**  
**(CUSIP Number)**

**Judy Koh**  
**Chief Financial Officer**  
**Bay City Capital LLC**  
**750 Battery Street, Suite 400**  
**San Francisco, CA 94111**  
**(415) 626-3939**

*with a copy to:*

**Michael L. Lawhead**

**Stradling Yocca Carlson & Rauth, P.C.**

**660 Newport Center Drive, Suite 1600**

**Newport Beach, CA 92660**

**(949) 725-4200**

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

**December 23, 2014**

**(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 §§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 section 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 person's initial filing on this form with respect to subject class of securities, and for any subsequent amendment containing information which would alter disclosures 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).

CUSIP No. 458738101

13D

1. Names of Reporting Persons

**Bay City Capital LLC**

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

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**AF**

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

Beneficially **88,985,189**

8. Shared Voting Power

Owned by

Each

**0**

Reporting 9. Sole Dispositive Power

Person

With **88,985,189**

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**88,985,189**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

**41.5%**

14. Type of Reporting Person (See Instructions)

**OO**

CUSIP No. 458738101

13D

1. Names of Reporting Persons

**Bay City Capital Fund V Co-Investment Fund, L.P.**

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

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**WC**

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

Beneficially **0**

8. Shared Voting Power

Owned by

Each

**88,985,189**

Reporting 9. Sole Dispositive Power

Person

With **0**

10. Shared Dispositive Power

**88,985,189**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**88,985,189**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

**41.5%**

14. Type of Reporting Person (See Instructions)

**PN**

CUSIP No. 458738101

13D

1. Names of Reporting Persons

**Bay City Capital Management V LLC**

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

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**AF**

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

Beneficially **88,985,189**

8. Shared Voting Power

Owned by

Each

**0**

Reporting 9. Sole Dispositive Power

Person

With **88,985,189**

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**88,985,189**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

**41.5%**

14. Type of Reporting Person (See Instructions)

**OO**

CUSIP No. 458738101

13D

1. Names of Reporting Persons

**Bay City Capital Fund V, L.P.**

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

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

**WC**

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

Beneficially **0**

8. Shared Voting Power

Owned by

Each

**88,985,189**

Reporting 9. Sole Dispositive Power

Person

With **0**

10. Shared Dispositive Power

**88,985,189**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**88,985,189**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

**41.5%**

14. Type of Reporting Person (See Instructions)

**PN**

**Explanatory Note**

Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), this Amendment No. 2 to Schedule 13D (this Amendment No. 2) amends Amendment No. 1 to Schedule 13D filed with the United States Securities and Exchange Commission (the SEC) on December 30, 2014 (Amendment No. 1) by Bay City Capital LLC, a Delaware limited liability company (BCC), on behalf of the Reporting Persons pursuant to the Joint Filing Agreement attached to the original Schedule 13D, filed on May 22, 2013, as Exhibit 99.1 (the Original Schedule 13D). This Amendment No. 2 corrects an administrative error that incorrectly reported BCC's beneficial ownership percentage as 51.5% rather than 41.5%. Except as specifically amended by this Amendment No. 2, items in Amendment No. 1, including share ownership amounts, remain unchanged. Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Original Schedule 13D. BCC is the manager of Bay City Capital Management V LLC, a Delaware limited liability company (Management V), which is the general partner of Bay City Capital Fund V, L.P., a Delaware limited partnership (Fund V), and Bay City Capital Fund V Co-Investment Fund, L.P., a Delaware limited partnership (Co-Investment V). BCC is also an advisor to Fund V and Co-Investment V.

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

Items 5(a) and (b) of Amendment No. 1 are amended and restated in their entirety to read as follows:

(a)(b)

Reporting Person	Shares Held Directly	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Beneficial Ownership (1)	Percentage of Class (2)
Fund V	87,321,166(5)	0	88,985,189	0	88,985,189	88,985,189	41.5%
Co-Investment V	1,664,023(6)	0	88,985,189	0	88,985,189	88,985,189	41.5%
Management V(3)	0	88,985,189	0	88,985,189	0	88,985,189	41.5%
BCC(4)	0	88,985,189	0	88,985,189	0	88,985,189	41.5%

- (1) Fund V and Co-Investment V constitute a group under Section 13(d) of the Exchange Act and consequently are deemed to have beneficial ownership of all shares held by members of the group.
- (2) This percentage is based upon shares of the Issuer's common stock outstanding as of December 23, 2014 (immediately following the initial closing of the December 2014 Transaction), as computed in accordance with Rule 13d-3(d)(1)(i) promulgated under the Exchange Act.
- (3) Management V holds no shares of common stock directly. Management V is deemed to have beneficial ownership of common stock owned by Fund V and Co-Investment V due to its role as general partner of such funds. Investment and voting decisions by Management V are exercised by BCC as manager.
- (4) BCC holds no shares of common stock directly. Due to its role as manager of Management V, BCC is deemed to have beneficial ownership of common stock deemed to be beneficially owned by Management V.
- (5) Includes 41,137,150 shares of Common Stock issuable upon the exercise of warrants issued to Fund V pursuant to the May 2013 Transaction and December 2014 Transaction.

- (6) Includes 783,924 shares of Common Stock issuable upon the exercise of warrants issued to Co-Investment V pursuant to the May 2013 Transaction and December 2014 Transaction.

**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: January 6, 2015

/s/ Carl Goldfischer

Carl Goldfischer, Managing Director

Bay City Capital LLC

for itself, for and on behalf of Bay City Capital Management V LLC in its capacity as manager thereof, and for and on behalf of Bay City Capital Fund V, L.P. and Bay City Capital Fund V Co-Investment Fund, L.P. in its capacity as manager of Bay City Capital Management V LLC, the general partner of Bay City Capital Fund V, L.P. and Bay City Capital Fund V Co-Investment Fund, L.P.