

INTERLEUKIN GENETICS INC
Form SC 13D/A
January 07, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 18)

INTERLEUKIN GENETICS, INC.
(Name of Issuer)

Common Stock \$.001 Par Value
(Title of Class of Securities)

458738101
(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)

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 Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

(Continued on the following pages)

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.

NAMES OF
REPORTING
PERSONS

1

Pyxis Innovations
Inc.

CHECK THE
APPROPRIATE
2 BOX IF A
MEMBER OF A
GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF
FUNDS

AF
CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS

5

IS REQUIRED
PURSUANT TO
ITEM 2(d) OR
2(e)

CITIZENSHIP OR
6 PLACE OF
ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 37,565,478

8 SHARED VOTING POWER
BENEFICIALLY

0

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH 37,565,478

10 SHARED DISPOSITIVE POWER
REPORTING

PERSON WITH

0

¹¹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,565,478

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

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

21.8%

¹⁴ TYPE OF REPORTING PERSON

CO

2

NAMES OF
REPORTING
1 PERSONS

Alticor Inc.

CHECK THE
APPROPRIATE
2 BOX IF A
MEMBER OF A
GROUP

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF
FUNDS

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

CITIZENSHIP OR
6 PLACE OF
ORGANIZATION

Michigan

NUMBER OF 7 SOLE VOTING POWER

SHARES 37,565,478

8 SHARED VOTING POWER
BENEFICIALLY

0

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH 37,565,478

10 SHARED DISPOSITIVE POWER
REPORTING

PERSON WITH

0

¹¹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,565,478

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

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

21.8%

¹⁴ TYPE OF REPORTING PERSON

HC

3

NAMES OF
REPORTING
PERSONS

1

Solstice Holdings
Inc.

CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF
FUNDS

OO
CHECK IF
DISCLOSURE OF
LEGAL
PROCEEDINGS

5

IS REQUIRED
PURSUANT TO
ITEM 2(d) OR
2(e)

CITIZENSHIP OR
6 PLACE OF
ORGANIZATION

Michigan

NUMBER OF 7 SOLE VOTING POWER

SHARES 37,565,478

8 SHARED VOTING POWER
BENEFICIALLY

0

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH 37,565,478

10 SHARED DISPOSITIVE POWER
REPORTING

PERSON WITH 0

¹¹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,565,478

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

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

21.8%

¹⁴ TYPE OF REPORTING PERSON

HC

4

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

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

7 SOLE
VOTING
POWER

NUMBER OF
SHARES 8 37,565,478
SHARED
VOTING
POWER
BENEFICIALLY

OWNED BY 9 0
SOLE
DISPOSITIVE
POWER
EACH

REPORTING

PERSON WITH

37,565,478
SHARED
10 DISPOSITIVE
POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

37,565,478

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

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

21.8%

14 TYPE OF REPORTING PERSON

HC

5

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This Amendment No. 18 to Schedule 13D (this “Amendment No. 18”) 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 (1) Amendment No. 1 filed July 22, 2003 (“Amendment No. 1”), (2) Amendment No. 2 filed September 24, 2004 (“Amendment No. 2”), (3) Amendment No. 3 filed June 23, 2006 (“Amendment No. 3”), (4) Amendment No. 4 filed August 28, 2006 (“Amendment No. 4”), (5) Amendment No. 5 filed July 25, 2007 (“Amendment No. 5”), (6) Amendment No. 6 filed January 16, 2008 (“Amendment No. 6”), (7) Amendment No. 7 filed September 19, 2008 (“Amendment No. 7”), (8) Amendment No. 8 filed March 26, 2009 (“Amendment No. 8”), (9) Amendment No. 9 filed August 19, 2009 (“Amendment No. 9”), (10) Amendment No. 10 filed February 3, 2010 (“Amendment No. 10”), (11) Amendment No. 11 filed August 5, 2010 (“Amendment No. 11”), (12) Amendment No. 12 filed October 4, 2010 (“Amendment No. 12”), (13) Amendment No. 13 filed March 17, 2011 (“Amendment No. 13”), (14) Amendment No. 14 filed November 10, 2011 (“Amendment No. 14”), (15) Amendment No. 15, filed July 31, 2012 (“Amendment No. 15”), (16) Amendment No. 16, filed December 12, 2012 (“Amendment No. 16”) and (17) Amendment No. 17 filed May 31, 2013 (“Amendment No. 17”).

Amendment No. 17, Amendment No. 16, Amendment, No. 15, Amendment No. 14, Amendment No. 13, Amendment No. 12, Amendment No. 11, 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. 18 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. 18 does not modify any of the information previously reported in the Previous Filings.

Explanatory Note

This Amendment No. 18 is filed primarily to report a change in the percentage of Common Stock beneficially owned by the Reporting Persons, which has resulted from changes in the aggregate outstanding Common Stock of Interleukin Genetics, Inc. (the “Issuer”). There has been no change in the aggregate amount of shares of Common Stock beneficially owned by the Reporting Persons as a result of acquisitions or dispositions by any of them. In addition, this Amendment 18 reports various changes to the Background and Identity of the Reporting Persons (see Item 2 below) and to the Board of Directors of the Issuer related to the Reporting Persons (see Item 4(d) below).

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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Item 2. Identity and Background.

The information set forth in this Item 2 replaces and supersedes the information contained in Item 2 of the Previous Filings.

Pyxis, a Delaware corporation, is an intermediary holding company that holds shares of the Issuer. Pyxis has its principal place of business and office at 7575 Fulton Street East, Ada, Michigan 49355-0001. It was formed in 2000. During the last five years, Pyxis has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, Pyxis has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in Pyxis being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Pyxis is a wholly-owned subsidiary of Alticor Inc. Alticor Inc., a Michigan corporation, is engaged in the principal place of business, through its affiliates, of offering products, business opportunities, and manufacturing and logistics services in more than 80 countries and territories worldwide. Alticor Inc. has its principal place of business and office at 7575 Fulton Street East, Ada, Michigan 49355-0001. During the last five years, Alticor Inc. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). During the last five years, Alticor Inc. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in Alticor Inc. being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Alticor Inc. is a wholly-owned subsidiary of Solstice Holdings Inc. Solstice Holdings Inc., a Michigan corporation, is a holding company and has its principal place of business and office at 7575 Fulton Street East, Ada, Michigan 49355-0001. Solstice Holdings Inc. was formed in 2002. Solstice Holdings Inc. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Solstice Holdings Inc. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in Solstice Holdings Inc. being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Solstice Holdings Inc. became a wholly-owned subsidiary of Alticor Global Holdings Inc. on July 28, 2004. Alticor Global Holdings Inc., a Delaware corporation, is a holding company and has its principal place of business and office at 7575 Fulton Street East, Ada, Michigan 49355-0001. Alticor Global Holdings Inc. was formed in 2004. Alticor Global Holdings Inc. has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Alticor Global Holdings Inc. has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in Alticor Global Holdings Inc. being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Alticor Global Holdings Inc. is owned by certain individuals, trusts, foundations and other entities established by or for the benefit of Richard M. DeVos and Jay Van Andel, the founders of Amway Corporation, and their families.

All directors and officers of Pyxis, Alticor Inc., Solstice Holdings Inc., and Alticor Global Holdings Inc. are referred to in this Schedule 13D as the "Directors and Officers." The address for each of the Directors and Officers is 7575 Fulton Street East, Ada, Michigan 49355-0001. During the last five years, to the best of our knowledge and belief, none of the Directors and Officers has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in the person being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Each of the Directors and Officers is a citizen of the United States of America.

Pyxis Directors and Officers: Stephen A. Van Andel, Douglas L. DeVos, Michael A. Mohr and Jeffery C. Tuori are the members of the Board of Directors of Pyxis (the "Board"). Stephen A. Van Andel's present occupation is the Chairman of Pyxis, Alticor Inc. (his employer), Solstice Holdings Inc. and Alticor Global Holdings Inc. Douglas L. DeVos' present occupation is the President of Pyxis, Alticor Inc. (his employer), Solstice Holdings Inc. and Alticor Global Holdings Inc. Jeffery C. Tuori is the Treasurer of Pyxis, and Controller of Solstice Holdings Inc. Michael A. Mohr's title is Secretary of Pyxis and he holds the positions of Vice President, Secretary and Chief Legal Officer of Alticor Inc. (his employer), Vice President, Secretary, Chief Legal Officer and General Counsel of Alticor Global Holdings Inc., and Vice President and Secretary of Solstice Holdings Inc.

Alticor Inc. Directors and Officers: Stephen A. Van Andel and Douglas L. DeVos are the members of the Board of Directors of Alticor Inc. Stephen A. Van Andel's present occupation is Chairman of Alticor Inc., Solstice Holdings Inc., Alticor Global Holdings Inc. and Pyxis. Douglas L. DeVos' present occupation is President of Alticor Inc., Solstice Holdings Inc., Alticor Global Holdings Inc. and Pyxis. Stephen A. Van Andel, Douglas L. DeVos, Michael A. Mohr, Kelly K. Savage, William R. Payne, Robert P. Hunter and Michael J. Cazer are officers of Alticor Inc. Michael A. Mohr's title is Secretary of Pyxis and he holds the positions of Vice President, Secretary and Chief Legal Officer of Alticor Inc. (his employer), Vice President, Secretary, Chief Legal Officer and General Counsel of Alticor Global Holdings Inc., and Vice President and Secretary of Solstice Holdings Inc. Kelly K. Savage's titles are Vice President and Chief Human Resources Officer of Alticor Inc. (her employer) and Alticor Global Holdings

Inc. William R. Payne is Vice Chairman for Alticor Global Holdings Inc. and is Chief of Staff for Alticor Inc. (his employer). Robert P. Hunter is the Vice President of Global Engineering, Facilities Management and Real Estate for Access Business Group LLC (his employer). Michael J. Cazer is the Chief Operating Officer and Treasurer for Alticor Global Holdings Inc. and the Vice President, Chief Financial Officer and Treasurer for Alticor Inc. (his employer).

Solstice Holdings Inc. Directors and Officers: Stephen A. Van Andel and Douglas L. DeVos are the members of the Board of Directors of Solstice Holdings Inc. Stephen A. Van Andel is the Chairman of Alticor Inc., Solstice Holdings Inc., Alticor Global Holdings Inc. and Pyxis. Douglas L. DeVos is President of Alticor Inc., Solstice Holdings Inc., Alticor Global Holdings Inc. and Pyxis. Stephen A. Van Andel, Douglas L. DeVos and Michael A. Mohr are officers of Solstice Holdings Inc. Michael A. Mohr's title is Secretary of Pyxis and he holds the positions of Vice President, Secretary and Chief Legal Officer of Alticor Inc. (his employer), Vice President, Secretary, Chief Legal Officer and General Counsel of Alticor Global Holdings Inc., and Vice President and Secretary of Solstice Holdings Inc.

Alticor Global Holdings Inc. Directors and Officers: Richard M. DeVos, Stephen A. Van Andel, Douglas L. DeVos, Daniel G. DeVos, Suzanne Cheryl DeVos, David L. Van Andel, Barbara Van Andel-Gaby, Michael L. Ducker, Emmanuel A. Kampouris and Allen R. Weiss are the members of the Board of Directors of Alticor Global Holdings Inc. Richard M. DeVos' present occupation is President Emeritus of Alticor Inc. and Alticor Global Holdings Inc. Stephen A. Van Andel's present occupation is Chairman of Alticor Inc., Solstice Holdings Inc., Alticor Global Holdings Inc. and Pyxis. Douglas L. DeVos' present occupation is President of Alticor Inc., Solstice Holdings Inc., Alticor Global Holdings Inc. and Pyxis. Daniel G. DeVos' present occupation is President and CEO of D.P. Fox, a venture capital company located at 200 Ottawa NW, Suite 500, Grand Rapids, Michigan 49503. Suzanne Cheryl DeVos is a director of RDV Corporation and the Orlando Magic and is actively involved in community organizations in the Grand Rapids, Michigan and Orlando, Florida areas. David L. Van Andel's present occupation is Chairman and CEO of IdeaSphere Inc., a company involved in the ideation and development of health and organic products and services. IdeaSphere is located at 3133 Orchard Vista Drive, SE, Grand Rapids, Michigan 49546. David L. Van Andel is also Chairman and CEO of the Van Andel Institute, which conducts biomedical research and promotes science education and science-related professions. The Van Andel Institute is located at 333 Bostwick Avenue NE, Grand Rapids, Michigan 49503. David L. Van Andel is also a director and Chief Executive Officer of Peter Island (2000) Limited, which manages a resort in Peter Island under the name of Peter Island Resort in the British Virgin Islands. Peter Island Resort's business office is located at 3133 Orchard Vista Drive, S.E., Grand Rapids, Michigan 49546. Michael L. Ducker presently serves as an outside director. Mr. Ducker's present occupation is Chief Operating Officer for Federal Express Corporation ("FedEx Express"). FedEx Express's business office is located at 3610 Hacks Cross Road, Memphis, Tennessee 38125. Mr. Ducker also is currently a member of the board of directors of International Flavors & Fragrances Inc. Emmanuel A. Kampouris presently serves as an outside director. Mr. Kampouris retired as Chairman, Chief Executive Officer and President of American Standard Companies, Inc. in 1999. Allen R. Weiss presently serves as an outside director. Allen R. Weiss retired in 2011 as the President of Worldwide Operations for the Walt Disney Parks and Resorts business of The Walt Disney Company, and is currently a member of the board of directors of Dick's Sporting Goods, Inc. The executive officers of Alticor Global Holdings Inc. are the same as those

listed for Alticor Inc. above and also include Michael P. Nelson, Candace S. Matthews, John P. Parker, George D. Calvert, James B. Payne, Michael J. Cazer, Samir Behl, and GanChee Eng. Michael P. Nelson is Chief Administrative Officer for Alticor Global Holdings Inc. and the Chief Administrative Officer for Alticor Inc. (his employer). Candace S. Matthews is the Regional President – Americas for Alticor Global Holdings Inc. and the Regional President – Americas for Amway International Inc. (her employer). John P. Parker is the Chief Sales Officer for Amway International Inc. (his employer). George D. Calvert is the Executive Vice President and Chief Operating Officer for Access Business Group LLC (his employer). James B. Payne is Vice Chairman for Alticor Global Holdings Inc. and holds the position of Executive Vice President with Amway International Inc., his employer, which is another of the Alticor Inc. subsidiary companies. Amway International Inc. is located at 7575 Fulton Street East, Ada, Michigan 49355-001. Michael J. Cazer is the Chief Operating Officer and Treasurer for Alticor Global Holdings Inc. and the Vice President, Chief Financial Officer and Treasurer for Alticor Inc. (his employer). Samir Behl is the Regional President - Europe, India and Africa for Amway Global Services Inc. (his employer). GanChee Eng is the Regional President - Greater China of Amway China Co. Ltd. (his employer).

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

The information set forth in Item 3 of Amendment Nos. 8, 9, 10, 12, 14 and 15 is incorporated herein by reference. As a result of certain issuances of shares of Common Stock by the Issuer described in Item 4(a) below, the total number of shares of Common Stock outstanding has increased since Amendment No. 17 such that the Reporting Persons' percentage ownership has decreased. This Statement is being filed primarily to report this change in the Reporting Persons' current percentage ownership.

Item 4. Purpose of Transaction.

The information set forth in Item 4 of Amendment Nos. 8, 15, 16 and 17 is incorporated herein by reference.

(a) On December 23, 2014, the Issuer entered into a Securities Purchase Agreement (the "2014 Purchase Agreement") with various accredited investors (the "Purchasers"), pursuant to which the Issuer sold securities to the Purchasers in a private placement transaction (the "Offering"). Under the terms of the Offering, the Issuer sold an aggregate of 50,099,700 shares (the "Shares") of its common stock, \$0.001 par value per share (the "Common Stock"). The Purchasers also received warrants to purchase up to an aggregate of 50,099,700 shares of Common Stock at an exercise price of \$0.1003 per share (the "Warrants"). The Reporting Persons did not acquire any securities in the Offering.

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(d) As previously disclosed, prior to the Offering, the Issuer's board of directors consisted of seven directors. Pursuant to a Common Stock Purchase Agreement entered into on May 17, 2013 (as amended, the "2013 Purchase Agreement"), Pyxis had the right to appoint two members of the Issuer's board and had designated James M. Weaver and Roger C. Colman to serve as a Class I and Class III directors, respectively. On March 11, 2014, Mr. Weaver, who was then serving as Chairman of the Board of the Issuer, announced that he was resigning as a director effective immediately. Subsequently, on March 31, 2014, Joseph M. Landstra was elected as a Class I director to fill the vacancy created by Mr. Weaver's resignation, to serve until the 2016 annual meeting of stockholders of the Issuer. Mr. Landstra is Director of Finance at Alticor Corporate Enterprises, an affiliate of Pyxis, and was elected as the representative of Pyxis under the terms of the 2013 Purchase Agreement. Mr. Landstra was also appointed as a member of the Audit Committee of the Issuer's board. In addition on March 31, 2014, Mr. Weaver was elected as a Class III director to fill the a vacancy on the Issuer's board created by the resignation of Goran Jurkovic to serve until the 2015 annual meeting of stockholders and was also re-appointed as Chairman of the Board; however, Mr. Weaver no longer serves as a designee of Pyxis.

Under the terms of the 2014 Purchase Agreement, following the Offering the number of persons which constitutes the entire Board of the Issuer will remain at seven, and Pyxis retained the right to designate two of the seven directors. Under the 2014 Purchase Agreement, Mr. Landstra remains as a Class I director with a term ending at the 2016 annual meeting of stockholders and Mr. Colman remains as a Class III director with a term ending at the 2015 annual meeting of stockholders. Under the 2014 Purchase Agreement, for so long as Pyxis has the right to designate director designees, the Issuer's board is required appoint one of Pyxis' designees to the Audit Committee. Mr. Landstra serves on the Audit Committee as the Pyxis designee thereto.

(e) See the response above in the introduction and subparagraph (a) of this Item 4.

(g) See the response above in the introduction and subparagraphs (b) of this Item 4. Reference is also made to Exhibit 99.11 attached hereto, which is incorporated by reference into this Item 4.

Item 5. Interest in Securities of the Issuer.

(a) Pyxis beneficially owns 37,565,478 shares of the Issuer's Common Stock, which is approximately 21.8% of the sum of the number of the Issuer's Common Stock that was outstanding as of October 31, 2014 (as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission) plus an aggregate of 50,099,700 shares of Common Stock issued by the Issuer to the Purchasers in the Offering pursuant to the 2014 Purchase Agreement described above (the "Additional Shares").

Alticor Inc., Solstice Holdings Inc., and Alticor Global Holdings Inc. may be deemed to beneficially own the same 37,565,478 shares of the Issuer's Common Stock.

The calculations in this Item 5(a) are based (a) on the Issuer having 172,683,342 shares of its common stock outstanding as of December 23, 2014 (immediately following the closing of the Offering and the issuance of the Additional Shares as described above), as computed in accordance with Rule 13d-3(d)(1)(i) promulgated under

the Exchange Act. In addition, these calculations assume no outstanding warrants, options or other rights to obtain Common Stock have been exercised by their holders except as otherwise indicated by the Issuer. None of the other persons named in Item 2 of this Amendment No. 18 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 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 this Amendment No. 18. 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 this Amendment No. 18.

In addition, the information included in Item 4 above 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. 18, and Amendment Nos. and 9, 10, 11, 12, 13 and 17 is incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

12

Exhibit
Number

Description

Securities Purchase Agreement, dated December 23, 2014, by and among the Issuer and the Purchasers 99.11 (incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed on December 23, 2014).

* * * * *

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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: January 7, 2015 PYXIS INNOVATIONS INC.

By: /s/ Rainey S. Repins
Rainey S. Repins, Assistant Secretary

Dated: January 7, 2015 ALTICOR INC.

By: /s/ Cheon Kim
Cheon Kim, Assistant Secretary

Dated: January 7, 2015 SOLSTICE HOLDINGS INC.

By: /s/ Cheon Kim
Cheon Kim, Assistant Secretary

Dated: January 7, 2015 ALTICOR GLOBAL HOLDINGS INC.

By: /s/ Cheon Kim
Cheon Kim, Assistant Secretary

EXHIBIT INDEX

| <u>Number</u> | <u>Description</u> |
|---------------|---|
| 99.11 | Securities Purchase Agreement, dated December 23, 2014, by and among the Issuer and the Purchasers (incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed on December 23, 2014). |