



Edgar Filing: STILLWATER LLC - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying (Instr. 3)
						Date Exercisable	Expiration Date	Title
Stock Purchase Warrants (right to buy)	\$ 1.03	09/30/2011		H <sup>(2)</sup>	1,000,000	12/22/2008	12/22/2013	Common Stock
Stock Purchase Warrants (right to buy)	\$ 1.03	09/30/2011		P <sup>(2)</sup>	1,000,000	12/22/2008	06/22/2014	Common Stock
Series B Convertible Preferred Stock	\$ 0.75 <sup>(3)</sup>					12/22/2008	<sup>(3)</sup> (4)	Common Stock
Series B Convertible Preferred Stock	\$ 0.75 <sup>(4)</sup>					12/22/2008	<sup>(3)</sup> (4)	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STILLWATER LLC 15 EAST 62ND STREET NEW YORK, NY 10065-7204		X		

## Signatures

Mortimer D.A. Sackler, President of Stillwater Holdings LLC (f/k/a Stillwater LLC) 10/04/2011

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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These securities are owned solely by Rainbow Gate Corporation. The sole member of Reporting Person is the investment manager of Rainbow Gate Corporation, and this report shall not be deemed an admission that Reporting Person is the beneficial owner of these securities except to the extent of its pecuniary interest therein.

- The Stock Purchase Warrants acquired on December 22, 2008 as part of a private placement by the Issuer was amended pursuant to
- (2) Amendment #1 to Warrant No. 333, dated as of September 30, 2011, which extended the expiration date from December 22, 2013 to June 22, 2014. This amendment is reported above as the cancellation of the "old" warrant and the acquisition of a new one.

- The shares of Series B Convertible Preferred Stock have the rights and preferences set forth on the Certificate of Designations of Series B
- (3) Convertible Preferred Stock filed with the Secretary of State for the State of Delaware on December 19, 2008. The Series B Convertible Preferred Stock has a stated value of \$1,000 per share and currently has a conversion price of \$0.75 per share.
  - (4) The shares of Series B Convertible Preferred Stock were purchased on December 22, 2008 as part of a private placement with the Issuer in accordance with the Securities Purchase Agreement, dated December 18, 2008, between the Issuer and the holder.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.