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ALTEON INC /DE
Form 8-K
July 26, 2001

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 or 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) July 25, 2001

ALTEON INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-16043	13-3304550
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(State or Other Juris- diction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

170 Williams Drive, Ramsey, New Jersey	07446
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (201) 934-5000

(Former Name or Former Address, If Changed Since Last Report)

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Item 5. Other Events

On July 25, 2001, Alteon Inc. ("Alteon") entered into an underwriting agreement to sell 300,000 shares of its common stock to U.S. Bancorp Piper Jaffray. This sale is in addition to the sale of common stock pursuant to the underwriting agreement dated July 24, 2001 between Alteon and

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U.S. Bancorp Piper Jaffray. This sale is made under Alteon's shelf registration statement (Registration No. 333-56512) relating to the possible sale from time to time of Alteon's common stock.

On July 25, 2001, Alteon issued the press release which is attached as Exhibit 99 hereto.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

1 Underwriting Agreement dated July 25, 2001 between Alteon Inc. and U.S. Bancorp Piper Jaffray

99 Press Release dated July 25, 2001

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Alteon Inc.

By: /s/ Kenneth I. Moch

Kenneth I. Moch
President and Chief Executive Officer

Dated: July 25, 2001

Order-left-width: 1; border-right-width: 1; border-bottom-width: 1">1. Title of Security
(Instr. 3) 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code
(Instr. 8) 4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 3 and 4) 6. Ownership Form: Direct (D) or Indirect (I)
(Instr. 4) 7. Nature of Indirect Beneficial Ownership
(Instr. 4) Code V Amount (A) or (D) Price Common Stock - Direct 02/15/2011 A 1,650 ⁽¹⁾ A \$ 0 10,786 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(D)
(Instr. 3, 4,
and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Number of Shares
				02/15/2015 ⁽²⁾	02/15/2021	Common Stock	1

Non-Qualified
Stock Option

\$ 57.39

02/15/2011

A

1,650

02/15/2015⁽²⁾

02/15/2021

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seitz David M. 1001 AIR BRAKE AVENUE WILMERDING, PA 15148			VP, Sr. Counsel/Asst. Secretary	

Signatures

David M. Seitz 02/17/2011

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) The stocks are restricted. One-fourth of the total number of shares vests on March 1 of 2012, 2013, 2014 and 2015. Fair Market Value of the stock on 2/15/2011 was \$57.39.
- (2) One-fourth of the total number of options granted vests on March 1, 2012, 2013, 2014 and 2015.

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.