

Edgar Filing: Aeterna Zentaris Inc. - Form SC 13G

Aeterna Zentaris Inc.  
Form SC 13G  
February 11, 2019

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. ) \*  
Aeterna Zentaris Inc. (AEZS)  
(Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
007975402  
(CUSIP Number)  
December 31, 2018  
(Date of Event which Requires Filing of this Statement)  
Check the appropriate box to designate the rule pursuant  
to which this Schedule is filed:  
☒ Rule 13d-1(b)  
☐ Rule 13d-1(c)  
☐ Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class  
of securities,  
and for any subsequent amendment containing information which would  
alter disclosures  
provided 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).

1. NAMES OF REPORTING PERSONS

J. Goldman & Co., L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a) ☐

(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

997,494

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7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

997,494

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

997,494

10.CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions) ☐

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.067201%

12.TYPE OF REPORTING PERSON (see instructions)

IA

1.NAMES OF REPORTING PERSONS

J. Goldman Capital Management, Inc.

2.CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a) ☐

(b) ☐

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.SOLE VOTING POWER

0

6.SHARED VOTING POWER

997,494

7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

997,494

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

997,494

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10.CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions) ☐

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.067201%

12.TYPE OF REPORTING PERSON (see instructions)

CO

1.NAMES OF REPORTING PERSONS

Jay G. Goldman

2.CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a) ☐

(b) ☐

3.SEC USE ONLY

4.CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5.SOLE VOTING POWER

0

6.SHARED VOTING POWER

997,494

7.SOLE DISPOSITIVE POWER

0

8.SHARED DISPOSITIVE POWER

997,494

9.AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

997,494

10.CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions) ☐

11.PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.067201%

12.TYPE OF REPORTING PERSON (see instructions)

IN

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### Item 1.

(a) Name of Issuer: Aeterna Zentaris Inc. (AEZS)

(b) Address of Issuers Principal Executive Offices:

315 Sigma Drive, Suite 302D  
Summerville, SC 29486

### Item 2.

(a) Name of Person Filing:

This Statement is filed by: (i) J. Goldman & Co., L.P. ("JGC") with respect to Common Stock of the Company beneficially owned by J. Goldman Master Fund, L.P.; (ii) J. Goldman Capital Management, Inc. ("JGCM") with respect to Common Stock of the Company beneficially owned by J. Goldman Master Fund, L.P.; and (iii) Mr. Jay G. Goldman with respect to Common Stock of the Company beneficially owned by J. Goldman Master Fund, L.P.

(b) Address of the Principal Office or, if none, residence

The address of the principal place of business office of JGC, JGCM and Mr. Goldman is c/o J. Goldman & Co., L.P., 510 Madison Avenue, 26th Floor, New York, NY 10022.

(c) Citizenship

JGC and JGCM are organized under the laws of the State of Delaware. Mr. Goldman is a citizen of the United States of America.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

007975402

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☒ An investment adviser in accordance with

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240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);

(g) ☒ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

J. Goldman & Co., L.P. - 997,494

J. Goldman Capital Management, Inc. - 997,494

Jay. G. Goldman - 997,494

(b) Percent of class:

J. Goldman & Co., L.P. - 6.067201%

J. Goldman Capital Management, Inc. - 6.067201%

Jay. G. Goldman - 6.067201%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

J. Goldman & Co., L.P. - 0

J. Goldman Capital Management, Inc. - 0

Jay. G. Goldman - 0

(ii) Shared power to vote or to direct the vote:

J. Goldman & Co., L.P. - 997,494

J. Goldman Capital Management, Inc. - 997,494

Jay. G. Goldman - 997,494

(iii) Sole power to dispose or to direct the disposition of:

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J. Goldman & Co., L.P. - 0

J. Goldman Capital Management, Inc. - 0

Jay. G. Goldman - 0

(iv) Shared power to dispose or to direct the disposition of:

J. Goldman & Co., L.P. - 997,494

J. Goldman Capital Management, Inc. - 997,494

Jay. G. Goldman - 997,494

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

J. GOLDMAN & CO., L.P.

February 11, 2019

Date

/s/ Jay G. Goldman

Signature

Name: Jay G. Goldman

Title: Chief Executive Officer

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J. GOLDMAN CAPITAL MANAGEMENT, INC.  
February 11, 2019  
Date

/s/ Jay G. Goldman  
Signature

Name: Jay G. Goldman  
Title: Director

JAY G. GOLDMAN  
February 11, 2019  
Date

/s/ Jay G. Goldman  
Signature

AGREEMENT

The undersigned agree that this Schedule 13G dated December 31, 2017 relating to the Common Stock of AEZS shall be filed on behalf of the undersigned.

J. GOLDMAN & CO., L.P.  
February 11, 2019  
Date

/s/ Jay G. Goldman  
Signature

Name: Jay G. Goldman  
Title: Chief Executive Officer

J. GOLDMAN CAPITAL MANAGEMENT, INC.  
February 11, 2019  
Date

/s/ Jay G. Goldman  
Signature

Name: Jay G. Goldman  
Title: Director

JAY G. GOLDMAN  
February 11, 2019  
Date

/s/ Jay G. Goldman  
Signature