

HALOZYME THERAPEUTICS INC
Form SC 13D/A
August 17, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 4)*

HALOZYME THERAPEUTICS, INC.
(Name of Issuer)

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

406 37H 109
(CUSIP Number)

Third Security, LLC
The Governor Tyler
1881 Grove Ave.
Radford, Virginia 24141
Attention: Marcus E. Smith, Esq.
Telephone No.: 540-633-7971

Copy to:

David I. Meyers, Esq.
John Owen Gwathmey, Esq.
Troutman Sanders LLP
1001 Haxall Point
Richmond, Virginia 23219
(804) 697-1200
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 10, 2011
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (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 §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 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
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

RANDAL J. KIRK

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP (a)
(b)

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS

PF

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

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

- 7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,450,000	8 SHARED VOTING POWER
	12,937,869	9 SOLE DISPOSITIVE POWER

3,450,000

- 10 SHARED DISPOSITIVE POWER

12,937,869

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,387,869

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

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.8%

- 14 TYPE OF REPORTING PERSON
IN

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

NEW RIVER MANAGEMENT V, LP I.R.S. Identification No.: 56-2652938

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF GROUP (a) o
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0

8 SHARED VOTING POWER

6,328,853

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

6,328,853

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,328,853

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.1%

14 TYPE OF REPORTING PERSON
PN

This Amendment No. 4 (the “Amendment”) amends and supplements the Statement on Schedule 13D, dated May 15, 2007 and filed on May 24, 2007, as amended by Amendment No. 1 dated May 30, 2007 and filed on June 5, 2007, Amendment No. 2 dated March 19, 2008 and filed on March 24, 2008, and Amendment No. 3 dated June 23, 2008 and filed on July 2, 2008 (the “Original Schedule 13D”), relating to the Common Stock, par value \$0.001 per share (the “Common Stock”), of Halozyme Therapeutics, Inc., a Delaware corporation (the “Company”). Mr. Randal J. Kirk (“Mr. Kirk”) is filing this Amendment to disclose the acquisition by Kapital Joe, LLC, a Virginia limited liability company affiliated with Mr. Kirk (“Kapital Joe”), of an aggregate of 1,000,000 shares of Common Stock in open market purchases, as described in Item 5(c) below. As described in this Amendment, some of the Common Stock that is beneficially owned by Mr. Kirk is directly beneficially owned by one of the following entities, each of which is controlled by Mr. Kirk: R.J. Kirk Declaration of Trust (“R.J. Kirk DOT”), JPK 2009, LLC, a Virginia limited liability company (“JPK 2009”), MGK 2009, LLC, a Virginia limited liability company (“MGK 2009”), JPK 2008, LLC, a Virginia limited liability company (“JPK 2008”), MGK 2008, LLC, a Virginia limited liability company (“MGK 2008”), ZSK 2008, LLC, a Virginia limited liability company (“ZSK”), Lotus Capital (2000) Company Inc., a Delaware corporation (“Lotus”), Third Security Staff 2001 LLC, a Virginia limited liability company (“Staff 2001”), New River Management IV, LP, a Virginia limited partnership (“NRM IV”), New River Management V, LP, a Delaware limited partnership (“NRM V”), Kirkfield, L.L.C., a Virginia limited liability company (“Kirkfield”) and Kapital Joe.

Except as set forth below, there are no changes to the information set forth in the Original Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Original Schedule 13D is hereby amended and restated to read in its entirety as follows:

“This Statement is being filed on behalf of Mr. Kirk and NRM V (collectively, the “Reporting Persons”).

(a)-(c) The address of the principal business office of each of the Reporting Persons is The Governor Tyler, 1881 Grove Avenue, Radford, Virginia 24141. The present principal occupation/employment of Mr. Kirk is Senior Managing Director and Chief Executive Officer of Third Security, LLC, an investment management firm founded by Mr. Kirk. The principal business of NRM V is investment.

(d)-(e) During the last five years, none of the Reporting Persons or, to the best of the Reporting Persons' knowledge, any of the managers or joint holders of the Reporting Persons, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding is or was 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.

(f) Mr. Kirk is a citizen of the United States. NRM V is an entity organized under the laws of Delaware.”

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

Item 3 of the Original Schedule 13D is hereby amended and supplemented as follows:

“Kapital Joe acquired 1,000,000 shares of Common Stock reported herein through open market purchases for an aggregate purchase price of approximately \$5.95 million using Kapital Joe’s working capital.”

Item 5. Interest in Securities of the Issuer.

Item 5(a) of the Original Schedule 13D is hereby amended and restated to read in its entirety as follows:

“(a) The aggregate number and percentage of shares of Common Stock to which this statement relates is 16,387,869 shares of Common Stock, representing 15.8% of the 103,619,644 shares of Common Stock outstanding as of the date of this statement, based upon the number of shares disclosed by the Company as of August 1, 2011, in the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2011 (the most recent available filing by the Company with the Securities and Exchange Commission). Mr. Kirk directly beneficially owns 3,450,000 shares of Common Stock to which this statement relates (20,000 of such shares of Common Stock he has the right to acquire pursuant to immediately exercisable stock options). Since the filing of Amendment No. 3 to the Original Schedule 13D, certain of the entities affiliated with Mr. Kirk that owned Common Stock were terminated or liquidated. In December 2008, Mr. Kirk personally acquired 100% of the interests of Radford Investments Limited Partnership, including 3,000,000 shares of Common Stock, which effectively terminated the partnership. Randal J. Kirk (2000) Limited Partnership and RJK, L.L.C. were liquidated effective as of November 30, 2009, and in connection therewith the assets, including shares of Common Stock held thereby, were distributed pro-rata to the beneficial owners of such entities or their designees. Such transactions constituted a change in form of beneficial ownership; Randal J. Kirk continues to control each of the resulting owners of the distributed shares of Common Stock: R.J. Kirk DOT, JPK 2009, MGK 2009, JPK 2008, MGK 2008, ZSK 2008 and Lotus. The 12,937,869 shares of Common Stock indirectly beneficially owned by Mr. Kirk to which this statement relates are directly beneficially owned as follows:

Owner	Shares
R.J. Kirk DOT	1,722,965
JPK 2009	49,300
MGK 2009	49,300
JPK 2008	293,000
MGK 2008	293,000
ZSK 2008	293,000
Lotus	10,945
Kapital Joe	1,000,000
Staff 2001	135,000
NRM IV	1,326,320
NRM V	6,328,853
Kirkfield	1,436,186

Mr. Kirk could be deemed to have indirect beneficial ownership of the shares of Common Stock directly beneficially owned by R.J. Kirk DOT, JPK 2009, MGK 2009, JPK 2008, MGK 2008, ZSK 2008, Lotus, Staff 2001, NRM IV, NRM V and Kirkfield.”

Item 5(b) of the Original Schedule 13D is hereby amended and restated to read in its entirety as follows:

- “(b) Number of shares of Common Stock as to which such persons have:
- (i) sole power to vote or to direct the vote – 3,450,000 (1)
 - (ii) shared power to vote or to direct the vote – 12,937,869 (2)
 - (iii) sole power to dispose of or to direct the disposition of – 3,450,000 (1)
 - (iv) shared power to dispose of or to direct the disposition of – 12,937,869 (2)

(1) Includes 20,000 shares that Mr. Kirk has the right to acquire pursuant to immediately exercisable options.

(2) Includes shares of Common Stock held by the following entities over which Mr. Kirk (or an entity over which he exercises exclusive control) exercises exclusive control: 1,722,965 shares of Common Stock held by R.J. Kirk DOT; 49,300 shares of Common Stock held by JPK 2009; 49,300 shares of Common Stock held by MGK 2009; 293,000 shares of Common Stock held by JPK 2008; 293,000 shares of Common Stock held by MGK 2008; 293,000 shares of Common Stock held by ZSK 2008; 10,945 shares of Common Stock held by Lotus; 1,000,000 shares of Common Stock held by Kapital Joe; 135,000 shares of Common Stock held by Staff 2001; 1,326,320 shares of Common Stock held by NRM IV; 6,328,853 shares of Common Stock held by NRM V; and 1,436,186 shares of Common Stock held by Kirkfield.”

Item 5(c) of the Original Schedule 13D is hereby amended and supplemented as follows:

“(c) Kapital Joe made the following purchases on the open market during the past 60 days:

Date of Purchase	Purchase Price	Number of Shares
8/9/2011	\$5.88	738,331
8/10/2011	\$6.13	261,669

Other than the purchases as reported herein, 20,000 share restricted stock awards granted to Mr. Kirk on each of May 7, 2009, May 6, 2010, and May 5, 2011, and the exercise of a warrant for 136,300 shares on July 10, 2008, the form of which was filed as Exhibit 4.1 to Amendment No. 3 to the Original Schedule 13D, the Reporting Persons have not engaged in any transactions in shares of Common Stock since the filing of Amendment No. 3 with the Securities and Exchange Commission on July 2, 2008.”

Item 7. Material to be Filed as Exhibits.

The following documents are being filed as exhibits to this Amendment and are incorporated herein by reference:

Exhibit 1 Joint Filing Agreement, dated as of August 17, 2011, by and among Randal J. Kirk and New River Management V, LP

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: August 17, 2011

/s/ Randal J. Kirk
Randal J. Kirk

NEW RIVER MANAGEMENT V, LP

By: Third Security Capital Partners V, LLC, its
general partner

By: Third Security, LLC, its manager

By: /s/ Randal J. Kirk
Randal J. Kirk
Manager

EXHIBIT INDEX

Exhibit Number

Exhibit

Exhibit 1 Joint Filing Agreement, dated as of August 17, 2011, by and among Randal J. Kirk and New River Management V, LP.
