

GI DYNAMICS, INC.
Form SC 13G/A
January 22, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No. 1)¹

GI Dynamics, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

Not Applicable
(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)

¹ 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson
EIN: 22-1024240

2. CHECK THE APPROPRIATE BOX IF
A (a) [] MEMBER OF A GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER

-0-

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER

565,569*

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED
DISPOSITIVE
POWER

565,569*

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

565,569*

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

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

3.7% **

12. TYPE OF
REPORTING
PERSON

CO

* Common Stock held as of December 31, 2018. The Issuer's Common Stock trades on the Australian Stock Exchange in the form of CHESS Depository Interests ("CDI"s). CDIs are economically equivalent to and convertible into shares of Common Stock on a 50-for-1 basis.

** Based on 15,333,100 shares of Common Stock outstanding as of November 10, 2018, as reported in the Issuer's Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 14, 2018.

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Johnson & Johnson
Innovation-JJDC,
Inc.
EIN: 22-2007137

2. CHECK THE APPROPRIATE BOX IF
A (a) [] MEMBER OF A GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER
-0-

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER
565,569*

7. SOLE DISPOSITIVE

POWER

-0-

SHARED
DISPOSITIVE
POWER

8.

565,569*

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9.

565,569*

CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

10.

PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

11.

3.7% **

TYPE OF
REPORTING
PERSON

12.

CO

* Common Stock held as of December 31, 2018. The Issuer's Common Stock trades on the Australian Stock Exchange in the form of CHESS Depository Interests ("CDI"s). CDIs are economically equivalent to and convertible into shares of Common Stock on a 50-for-1 basis.

** Based on 15,333,100 shares of Common Stock outstanding as of November 10, 2018, as reported in the Issuer's Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 14, 2018.

AMENDMENT NO. 1 TO SCHEDULE 13G (FINAL AMENDMENT)

Reference is hereby made the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on February 5, 2015 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated to read in their entirety as follows:

ITEM
1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

P.O. Box 51915, Boston, MA 02205

ITEM
2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

J&J: One Johnson & Johnson Plaza, New Brunswick, NJ 08933
JJDC: 410 George Street, New Brunswick NJ 08901

ITEM 4 OWNERSHIP:

(a) through (c)

The information set forth in the cover pages to this Amendment No. 1 to Schedule 13G is incorporated herein by reference thereto.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

ITEM 5 If this statement is being filed to report the fact that the Reporting Persons have ceased to be beneficial owners of more than five percent of the Common Stock, check the following: [X].

SIGNATURE

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

Dated: January 22, 2019

JOHNSON & JOHNSON

By: /s/ Thomas J. Spellman III

Name: Thomas J. Spellman III

Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Kevin Norman

Name: Kevin Norman

Title: Assistant Secretary

