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CERUS CORP
Form SC 13G/A
February 04, 2004

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1) *

CERUS CORPORATION

(Name of Issuer)

COMMON SHARES \$0.001 PAR VALUE PER SHARE

(Title of Class of Securities)

157085 10 1

(CUSIP Number)

Charles W. Thurman
BAXTER INTERNATIONAL INC.
and
SUBSIDIARIES PENSION TRUST
One Baxter Parkway
Deerfield, Illinois 60015
(847) 948-2403

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 3, 2004

(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 the
disclosures provided in a prior cover page.

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The information required in 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).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

SEC 1745 (12-02)

This Amendment No. 1 to Schedule 13G relates to the holdings of Baxter International Inc. and Subsidiaries Pension Trust, a trust organized under the laws of Massachusetts ("Holder") of common stock, \$0.001 par value per share ("Common Stock") of Cerus Corporation, a Delaware corporation (the "Company"). This Amendment No. 1 to Schedule 13G amends and restates Item 4 of the Holder's Schedule 13G dated December 16, 2003 relating to its holdings of Common Stock of the Company.

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ITEM 4. OWNERSHIP.

Item 4 is hereby amended and restated in its entirety as follows:

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: 2,300,000 shares*
- (b) Percent of class: 10.4%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 2,300,000.
 - (ii) Shared power to vote or to direct the vote: 0.
 - (iii) Sole power to dispose or to direct the disposition of:
2,300,000.
 - (iv) Shared power to dispose or to direct the disposition of: 0.

* On February 3, 2004, Baxter International Inc. ("Baxter") and State Street Bank and Trust Company ("State Street") entered into an Agreement, pursuant to which Baxter engaged State Street to liquidate the Holder's holdings of 2,300,000 shares of Common Stock of the Company (the "Agreement"). Under the Agreement, State Street has agreed to use its best efforts to complete the liquidation of such shares of Common Stock not later than January 31, 2005, subject to any volume limits that may apply pursuant to federal securities laws and regulations.

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SIGNATURE

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

Dated: February 4, 2004

BAXTER INTERNATIONAL INC. and
SUBSIDIARIES PENSION TRUST

By: /s/ Charles W. Thurman

Charles W. Thurman for
Its Investment Committee