

GI DYNAMICS, INC.  
Form SC 13G  
February 06, 2015

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

GI Dynamics, Inc.  
(Name of Issuer)

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

Not Applicable  
(CUSIP Number)

December 31, 2014  
(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)

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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

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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 MEMBER OF A GROUP (a)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
New Jersey
- |              |    |                          |            |
|--------------|----|--------------------------|------------|
| NUMBER OF    | 5. | SOLE VOTING POWER        | -0-        |
| SHARES       | 6. | SHARED VOTING POWER      | 5,655,692* |
| BENEFICIALLY | 7. | SOLE DISPOSITIVE POWER   | -0-        |
| OWNED BY     | 8. | SHARED DISPOSITIVE POWER | 5,655,692* |
| EACH         |    |                          |            |
| REPORTING    |    |                          |            |
| PERSON       |    |                          |            |
| WITH         |    |                          |            |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,655,692\*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)   
EXCLUDES CERTAIN SHARES
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.0% \*\*
12. TYPE OF REPORTING PERSON CO

\* Common Stock held as of December 31, 2014. 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 5-for-1 basis.

\*\* Based on 94,795,481 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q for the period ended September 30, 2014 filed with the Securities and Exchange Commission on November 10, 2014.

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 MEMBER OF A GROUP (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
New Jersey

NUMBER OF	5.	SOLE VOTING POWER	-0-
SHARES	6.	SHARED VOTING POWER	5,655,692*
BENEFICIALLY	7.	SOLE DISPOSITIVE POWER	-0-
OWNED BY	8.	SHARED DISPOSITIVE POWER	5,655,692*
EACH			
REPORTING			
PERSON			
WITH			

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,655,692\*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)   
EXCLUDES CERTAIN SHARES
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 6.0% \*\*
12. TYPE OF REPORTING PERSON CO

\* Common Stock held as of December 31, 2014. The Issuer's Common Stock trades on the Australian Stock Exchange in the form of CHESS Depositary Interests ("CDI's). CDIs are economically equivalent to and convertible into shares of Common Stock on a 5-for-1 basis.

\*\* Based on 94,795,481 shares of Common Stock outstanding as of October 31, 2014, as reported in the Issuer's Form 10-Q for the period ended September 30, 2014 filed with the Securities and Exchange Commission on November 10, 2014.

\*\*\* Johnson & Johnson Development Corporation changed its name to Johnson & Johnson Innovation – JJDC, Inc. on November 3, 2014.

SCHEDULE 13G

ITEM NAME OF ISSUER:  
1(a)

GI Dynamics, Inc.

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

25 Hartwell Avenue  
Lexington, MA 02421

ITEM NAME OF PERSON FILING:  
2(a)

This statement is being filed by Johnson & Johnson, a New Jersey corporation ("J&J"), and Johnson & Johnson Innovation - JJDC, Inc., a New Jersey corporation ("JJDC"). JJDC is a wholly-owned subsidiary of J&J. The securities reported herein as being held by J&J and JJDC are directly beneficially owned by JJDC. J&J may be deemed to indirectly beneficially own the securities that are directly beneficially owned by JJDC.

ITEM ADDRESS OF PRINCIPAL BUSINESS OFFICE:  
2(b)

One Johnson & Johnson Plaza  
New Brunswick, NJ 08933

ITEM CITIZENSHIP:  
2(c)

J&J: New Jersey  
JJDC: New Jersey

ITEM TITLE OF CLASS OF SECURITIES:  
2(d)

Common Stock, \$.01 par value per share

ITEM CUSIP NUMBER:  
2(e)

Not applicable.

ITEM 3 STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

Not applicable.

ITEM 4 OWNERSHIP:

(a) through (c)

The information requested hereunder is set forth in Items 5 through 9 and 11 of the cover pages to this Schedule 13G.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10 CERTIFICATION:

Not applicable.

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: February 5, 2015

JOHNSON & JOHNSON

By: /s/ Douglas Chia  
Name: Douglas Chia  
Title: Secretary

JOHNSON & JOHNSON INNOVATION –  
JJDC, INC.

By: /s/ Steven M. Rosenberg  
Name: Steven M. Rosenberg  
Title: Secretary