

BIOSANTE PHARMACEUTICALS INC
Form 3
June 21, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â PRZYBYL ARTHUR</p> <p>(Last) (First) (Middle)</p> <p>C/O BIOSANTE PHARMACEUTICALS, INC.,Â 210 MAIN STREET W.</p> <p>(Street)</p> <p>BAUDETTE,Â MNÂ 56623</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/19/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BIOSANTE PHARMACEUTICALS INC [BPAX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President and CEO</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares or Indirect
(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRZYBYL ARTHUR C/O BIOSANTE PHARMACEUTICALS, INC. 210 MAIN STREET W. BAUDETTE, MN 56623	X	A	A President and CEO	A

Signatures

/s/ Roland S. Chase, as attorney-in-fact 06/21/2013

Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. d by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$25,212 Form or Registration No: 005-86721
 Filing Party: American Realty Capital Trust, Inc. Date Filed: March 1, 2012

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box below to designate the appropriate rule provision relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
- Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).

SCHEDULE TO

This Amendment No. 3 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the SEC) on March 1, 2012 (as amended, and as may be further supplemented or amended from time to time, the Schedule TO) by American Realty Capital Trust, Inc., a

Maryland corporation that qualifies as a real estate investment trust for U.S. federal income tax purposes (the Company), in connection with the Company's offer to purchase up to \$220,000,000 in value of shares of its common stock, par value \$0.01 per share (the Shares), at a price not greater than \$11.00 nor less than \$10.50 per Share, net to the seller in cash, less any applicable withholding taxes and without interest. The Company's offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 1, 2012, and in the related Letter of Transmittal, as amended hereby and as each may be supplemented or further amended from time to time (which together constitute, the Offer).

The information contained in the Offer to Purchase and the related Letter of Transmittal, previously filed with the Schedule TO are incorporated into this Amendment No. 3 to Schedule TO by reference in response to all the items of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

On April 4, 2012, the Company issued a press release announcing the final results of the Offer, which expired at 12:00 Midnight, Eastern Time, on March 28, 2012. A copy of such press release is filed as Exhibit (a)(xxi) to this Schedule TO and is incorporated herein by reference.

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit to the exhibit list:

(a)(xxi) Press Release, dated April 4, 2012.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 to Schedule TO is true, complete and correct.

AMERICAN REALTY CAPITAL TRUST, INC.

/s/ William M. Kahane

By:

Name: William M. Kahane

Title: Chief Executive Officer and President

Dated: April 4, 2012

Exhibit List

- (a)(i)* Offer to Purchase, dated March 1, 2012.
- (a)(ii)* Letter of Transmittal.
- (a)(iii)* Notice of Guaranteed Delivery.
- (a)(iv)* Letter to Stockholders of the Company (other than Brokers, Dealers, Banks, Trust Companies and Other Nominees and DTC Participants).
- (a)(v)* Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees and DTC Participants.
- (a)(vi)* Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
- (a)(vii)* Notice of Withdrawal of Tender for Individual Investors (other than Brokers, Dealers, Banks, Trust Companies and Other Nominees and DTC participants).
- (a)(viii)* Notice of Withdrawal of Tender for Brokers, Dealers, Banks, Trust Companies and other Nominees and DTC Participants.
- (a)(ix)* Press Release, dated March 1, 2012.
- (a)(x)* Advertisement in Wall Street Journal, dated March 1, 2012.
- (a)(xi)* Amendment No. 1 to Offer to Purchase, dated March 9, 2012.
- (a)(xii)* Amended Letter of Transmittal.
- (a)(xiii)* Amended Notice of Guaranteed Delivery.
- (a)(xiv)* Amended Letter to Stockholders of the Company (other than Brokers, Dealers, Banks, Trust Companies and Other Nominees and DTC Participants).
- (a)(xv)* Amended Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees and DTC Participants.
- (a)(xvi)* Amended Letter to Clients for use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
- (a)(xvii)* Amended Notice of Withdrawal of Tender for Individual Investors (other than Brokers, Dealers, Banks, Trust Companies and Other Nominees and DTC participants).
- (a)(xviii)* Amended Notice of Withdrawal of Tender for Brokers, Dealers, Banks, Trust Companies and other Nominees and DTC Participants.
- (a)(xix)* Press Release, dated March 9, 2012.
- (a)(xx)* Press Release, dated March 29, 2012.
- (a)(xxi) Press Release, dated April 4, 2012.
- (b) None.
- (d)(i) 2007 Stock Option Plan (*Previously filed as an exhibit to Pre-Effective Amendment No. 1 to Post Effective Amendment No. 1 to Form S-11 that we filed with the Securities and Exchange Commission on June 3, 2008, and incorporated by reference herein.*)
- (d)(ii) 2010 Restricted Share Plan (*Previously filed as an exhibit to Pre-effective Amendment No. 1 to Post-Effective Amendment No. 8 to Form S-11 that we filed with the Securities and Exchange Commission on April 22, 2010, and incorporated by reference herein.*)
- (d)(iii) Credit Agreement, dated as of August 17, 2011, between American Realty Capital Operating Partnership, L.P. and RBS Citizens, N.A. (*Previously filed as an exhibit to Current Report on Form 8-K that we filed with the Securities and Exchange Commission on August 19, 2011, and incorporated by reference herein.*)
- (d)(iv) First Amendment to the Credit Agreement, dated as of February 28, 2012, between American Realty Capital Operating Partnership, L.P. and RBS Citizens, N.A. (*Previously filed as an exhibit to Current Report on Form 8-K that we filed with the Securities and Exchange Commission on February 29, 2012, and incorporated by reference herein.*)

- (d)(v) Amended and Restated Advisory Agreement, dated as of June 2, 2010, by and among American Realty Capital Trust, Inc., American Realty Capital Operating Partnership, L.P. and American Realty Capital Advisors, LLC *(Previously filed as an exhibit to Current Report on Form 8-K that we filed with the Securities and Exchange Commission on June 3, 2010, and incorporated by reference herein.)*
- (d)(vi) Share Repurchase Program *(Previously described in Pre-Effective Amendment No. 1 to Form S-11 that we filed with the Securities and Exchange Commission on November 19, 2010 and Item 8.01 in Current Report on Form 8-K that we filed with the Securities and Exchange Commission on April 26, 2011, and incorporated by reference herein.)*
- (d)(vii) 2008 Distribution Reinvestment Plan American Realty Capital Trust, Inc. *(Previously filed as an exhibit to Registration Statement on Form S-3D, Appendix A, filed with the Securities and Exchange Commission on July 15, 2011, and incorporated by reference herein.)*
- (g) None.
- (h) None.

* Previously filed.
