

Edgar Filing: EDELMAN JOSEPH - Form SC 13G

EDELMAN JOSEPH  
Form SC 13G  
February 03, 2003

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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)

Axonyx Inc.

-----  
(Name of Issuer)

Common Stock, \$0.001 Par Value

-----  
(Title of Class of Securities)

05461R101

-----  
(CUSIP Number)

December 31, 2002

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(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 the 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 (however, see the  
Notes).

CUSIP No. 05461R101

13G

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

Joseph Edelman

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

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(b) [X]

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
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5. SOLE VOTING POWER

1,702,601 shares  
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NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

0  
-----

7. SOLE DISPOSITIVE POWER

1,702,601 shares  
-----

8. SHARED DISPOSITIVE POWER

0  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,702,601 shares  
-----

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

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

7.03%  
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12. TYPE OF REPORTING PERSON\*

IN  
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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Page 2 of 5

Item 1(a). Name of Issuer:

Axonyx Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

825 Third Avenue, 40th Floor  
New York, New York 10022

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed with respect to shares of Common Stock of the Issuer which are beneficially owned by Joseph Edelman. See Item 4

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below.

Item 2(b). Address of Principal Business Office, or, if None, Residence:

c/o First New York Securities, LLC  
850 Third Avenue, 8th Floor  
New York, NY 10022

Item 2(c). Citizenship:

Mr. Edelman is a United States Citizen.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value per share

Item 2(e). CUSIP NUMBER:

05461R101

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act.
- (d)  Investment Company registered under Section 8 of the Investment Company Act.
- (e)  Investment Adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E).
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F).
- (g)  Parent holding company, in accordance with Sec. 240.13d-1(b)(ii)(G).
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940.
- (j)  Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Sec. 240.13d01(c), check this box

Page 3 of 5

Item 4. Ownership.

(a) Amount beneficially owned:

1,702,601 (comprised of (i) 133,245 shares and warrants to purchase 66,622 shares held by Mr. Edelman, (ii) 1,041,823 shares and warrants to purchase 408,111 shares held by Perceptive Life Sciences Master Fund Ltd., a Cayman Island company, the investment manager of

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which is Perceptive Advisors LLC, a Delaware limited liability company, of which Mr. Edelman is the managing member and (iii) 52,800 shares held in a trading account of which Mr. Edelman has sole voting and dispositive power).

(b) Percent of class:

7.03%

(c) Number of shares as to which such person has:

|  |           |
|--|-----------|
| (i) Sole power to vote or to direct the vote                 | 1,702,601 |
| (ii) Shared power to vote or to direct the vote              | 0         |
| (iii) Sole power to dispose or to direct the disposition of  | 1,702,601 |
| (iv) Shared power to dispose or to direct the disposition of | 0         |

### Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the Beneficial owner of more than five percent of the class of securities, check the following .

### Item 6. Ownership of More than Five Percent on Behalf of Another Person.

To the extent that Mr. Edelman controls shares that are held by another entity as described in Item 4(a) above, including the shares held by Perceptive Life Sciences Master Fund Ltd., such other entity has the right to receive or the power to direct the receipt from, or the proceeds from the sale of, such securities.

### Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Reported on by the Parent Holding Company.

Not applicable.

### Item 8. Identification and Classification of members of the Group.

Not applicable.

### Item 9. Notice of Dissolution of Group.

Not applicable.

Page 4 of 5

### Item 10. Certification.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

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

January 31, 2003

-----  
(Date)

/s/ Joseph Edelman

-----  
(Signature)

Joseph Edelman

-----  
(Name/Title)

Page 5 of 5