

WANEY JAI SUNDER  
Form SC 13D/A  
January 19, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549  
**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)\***

OMB APPROVAL  
OMB Number:  
3235-0145

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**Akorn, Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**009728106**

(CUSIP Number)

**G. Edward Arledge, 11988 El Camino Real, Suite 200, San Diego, CA 92130 (858) 720-6300**

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

**January 13, 2006**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* 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 ("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).

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CUSIP No. 009728106

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Jai S. Waney
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
PF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
India
7. Sole Voting Power  
1,731,327
8. Shared Voting Power  
361,500
9. Sole Dispositive Power  
1,731,327
10. Shared Dispositive Power  
361,500
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,092,827
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
3.2% (But see Item 5(b))
14. Type of Reporting Person (See Instructions)  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Kithel Holding Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
Liberia
7. Sole Voting Power
8. Shared Voting Power  
333,000
9. Sole Dispositive Power
10. Shared Dispositive Power  
333,000
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
333,000
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.5% (But see Item 5(b))
14. Type of Reporting Person (See Instructions)  
CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Trident Fashions Inc.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
British Virgin Islands
7. Sole Voting Power
8. Shared Voting Power  
333,000
9. Sole Dispositive Power
10. Shared Dispositive Power  
333,000
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
333,000
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.5% (But see Item 5(b))
14. Type of Reporting Person (See Instructions)  
CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Range Resources Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
British Virgin Islands
7. Sole Voting Power
8. Shared Voting Power  
28,500
9. Sole Dispositive Power
10. Shared Dispositive Power  
28,500
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
28,500
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
0.1% (But see Item 5(b))
14. Type of Reporting Person (See Instructions)  
CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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Item 1. Security and Issuer

Item 1 of the Schedule 13D is amended and restated to read as follows:

This Amendment No. 2 ( Amendment ) amends and supplements the Schedule 13D dated October 17, 2003, as amended by Amendment No. 1 thereto filed January 1, 2004, and relates to shares of the Common Stock (the Shares ) of Akorn, Inc., a Louisiana corporation (the Issuer ). The principal executive offices of the Issuer are located at 2500 Millbrook Drive, Buffalo Grove, Illinois 60089.

Except as otherwise described herein, the information contained in the Schedule 13D, as amended, remains in effect, and all capitalized terms not otherwise defined herein shall have the meanings previously ascribed to them. Information given in response to each item in the Schedule 13D, as amended, shall be deemed incorporated by reference in all other items.

Item 2. Identity and Background

Item 2 of the Schedule 13D is unchanged.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is unchanged.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is amended by adding the following paragraphs:

Effective as of January 13, 2006, pursuant to the automatic conversion provisions set forth in the Restated Articles of Incorporation of the Issuer, all 241,122 outstanding shares of Series A Preferred Stock of the Issuer immediately and automatically converted into an aggregate of 36,796,755 Shares.

In connection with the conversion, all of Mr. Waney s 7,000 shares of Series A Preferred Stock automatically converted into 1,068,244 Shares.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended and restated to read as follows:

(a) Amount beneficially owned: Mr. Waney may be deemed to beneficially own 2,092,827 Shares, which constitutes approximately 3.2% of the outstanding Shares, due to the following:

1. 333,000 Shares are held by Trident. 100% of the outstanding shares of Trident are owned by Kithel of which Mr. Waney is the 100% owner.
2. 28,500 Shares are held by Range Resources of which Mr. Waney owns 50% of the outstanding shares.
3. 1,731,327 Shares are held by Mr. Waney as an individual including 233,333 warrants currently exercisable to purchase Shares at an exercise price of \$1.00 per Share.

(b) The information set forth in Rows 7 through 13 of the cover pages hereto for each Reporting Person is incorporated herein by reference. The percentage amount set forth in Row 13 for all cover pages filed herewith hereto, and of Item 5(a) above, is calculated based upon the 64,415,500 Shares outstanding as of January 13, 2006.

(c) Not applicable.

(d) Not applicable.

(e) As of January 13, 2006, the Reporting Persons no longer own 5.0% or more of the Issuer's Common Stock. Accordingly, this Amendment is the final amendment to the Schedule 13D and is an exit filing.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer  
Item 6 of the Schedule 13D is unchanged.

Item 7. Material to Be Filed as Exhibits  
Item 7 of the Schedule 13D is unchanged.



## Signature

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

January 13, 2006  
Date

/s/ Jai S. Waney  
Signature

Jai S. Waney  
Name/Title