

ADVENTRX PHARMACEUTICALS INC
 Form 3
 August 05, 2005

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)

| | | | | | |
|---|--|---|--|--|---|
| 1. Name and Address of Reporting Person * ICAHN CARL C ET AL (Last) (First) (Middle) C/O ICAHN ASSOCIATES CORP, 767 5TH AVE #4700 (Street) NEW YORK, NY 10153 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 07/27/2005 | 3. Issuer Name and Ticker or Trading Symbol ADVENTRX PHARMACEUTICALS INC [ANX] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

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) |
|------------------------------------|--|---|---|
| Common Stock | 4,324,324 | I | Please see explanation below ⁽¹⁾ <u>(2) (3) (4) (5)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Warrants to acquire shares of Common Stock | 01/27/2006 | 07/27/2012 | Common Stock | 4,324,324 | \$ 2.26 | I | Please see explanation below <u>(1)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ICAHN CARL C ET AL C/O ICAHN ASSOCIATES CORP 767 5TH AVE #4700 NEW YORK, NY 10153 | Â | Â X | Â | Â |
| Hopper Investments LLC 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549 | Â | Â X | Â | Â |
| BARBERRY CORP /NY/ 100 SOUTH BEDFORD RD MT KISCO, NY 10549 | Â | Â X | Â | Â |
| HIGH RIVER LIMITED PARTNERSHIP /NY/ 100 SOUTH BEDFORD RD MT KISCO, NY 10549 | Â | Â X | Â | Â |
| Icahn Partners Master Fund LP C/O WALKERS SPV LIMITED, P.O. BOX 908GT 87 MARY STREET GEORGE TOWN, GC E9 E9 | Â | Â X | Â | Â |
| Icahn Offshore LP 100 SOUTH BEDFORD ROAD MT. KISCO, NY 10549 | Â | Â X | Â | Â |
| Icahn Onshore LP 100 SOUTH BEDFORD ROAD MT. KISCO, NY 10549 | Â | Â X | Â | Â |
| Icahn Partners L P 767 5TH AVE 47TH FL NEW YORK, NY 10151 | Â | Â X | Â | Â |
| CCI Onshore Corp. 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549 | Â | Â X | Â | Â |
| CCI Offshore Corp. 100 SOUTH BEDFORD ROAD MT KISCO, NY 10549 | Â | Â X | Â | Â |

Signatures

| | |
|------------------------------------|------------|
| /s/ Carl C. Icahn | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ CCI Onshore Corp. | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ Icahn Onshore LP | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ Icahn Partners LP | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ CCI Offshore LP | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ Icahn Offshore LP | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ Icahn Partners Master Fund LP | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ High River Limited Partnership | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ Barberry Corp. | 08/05/2005 |
| __Signature of Reporting Person | Date |
| /s/ Hopper Investments LLC | 08/05/2005 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

Barberry Corp. is the sole member of Hopper Investments LLC, which is the general partner of High River Limited Partnership. CCI Offshore Corp. is the general partner of Icahn Offshore LP, which is the general partner of Icahn Partners Master Fund LP. CCI Onshore Corp. is the general partner of Icahn Onshore LP, which is the general partner of Icahn Partners LP. Each of Barberry Corp., CCI Offshore Corp. and CCI Onshore Corp. is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position directly and indirectly to determine the investment and voting decisions made by all of the foregoing entities.

(2) High River Limited Partnership owns 864,865 Shares. Icahn Partners Master Fund LP owns 1,798,919 Shares. Icahn Partners LP owns 1,660,540 Shares.

(3) Each of Hopper Investments LLC, Barberry Corp. and Mr. Icahn, by virtue of their relationships to High River Limited Partnership may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River Limited Partnership owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.

(4) Each of Icahn Offshore LP, CCI Offshore Corp. and Mr. Icahn by virtue of their relationships to Icahn Master Fund LP may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners Master Fund LP owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.

(5) Each of Icahn Onshore LP, CCI Onshore Corp. and Mr. Icahn, by virtue of their relationships to Icahn Partners LP may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners LP owns, but each of them disclaims beneficial ownership of such Shares for all other purposes.

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- (6) High River Limited Partnership owns 864,865 Warrants. Icahn Partners Master Fund LP owns 1,798,919 Warrants. Icahn Partners LP owns 1,660,540 Warrants.

- Each of Hopper Investments LLC, Barberry Corp. and Mr. Icahn, by virtue of their relationships to High River Limited Partnership may
(7) be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) the Warrants which High River Limited Partnership owns, but each of them disclaims beneficial ownership of such Warrants for all other purposes.

- Each of Icahn Offshore LP, CCI Offshore Corp. and Mr. Icahn by virtue of their relationships to Icahn Master Fund LP may be deemed to
(8) beneficially own (as that term is defined in Rule 13d-3 under the Act) the Warrants which Icahn Partners Master Fund LP owns, but each of them disclaims beneficial ownership of such Warrants for all other purposes.

- Each of Icahn Onshore LP, CCI Onshore Corp. and Mr. Icahn, by virtue of their relationships to Icahn Partners LP may be deemed to
(9) beneficially own (as that term is defined in Rule 13d-3 under the Act) the Warrants which Icahn Partners LP owns, but each of them disclaims beneficial ownership of such Warrants for all other purposes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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