

CLINICAL DATA INC
Form 3
March 04, 2011

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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| FOREST LABORATORIES INC | | | (Month/Day/Year) | CLINICAL DATA INC [CLDA] | |
| (Last) | (First) | (Middle) | 02/22/2011 | | |
| 909 THIRD AVENUE, NY | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK, NY 10022 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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 | 0 (1) (2) | I (1) (2) | See Footnotes (1) (2) |

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 Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable Expiration Date | Title | | | |

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| | | | | Amount or Number of Shares | | or Indirect (1) (Instr. 5) | |
|---------------------------|---------------------------|---------------------------|-----------------|----------------------------------|-----------|----------------------------------|--|
| 2017 Convertible Notes | 02/25/2009 ⁽³⁾ | 02/25/2017 ⁽⁴⁾ | Common Stock | 0 <u>(1)</u> <u>(2)</u> | \$ 8.1825 | I <u>(1)</u> <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |
| 2005 Warrants | 11/17/2005 | 05/17/2011 | Common Stock | 0 <u>(1)</u> <u>(2)</u> | \$ 15.6 | I <u>(1)</u> <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |
| 2008 Warrants | 09/26/2008 | 03/26/2014 | Common Stock | 0 <u>(1)</u> <u>(2)</u> | \$ 16.44 | I <u>(1)</u> <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |
| 2009 Warrants | 02/25/2009 | 08/25/2014 | Common Stock | 0 <u>(1)</u> <u>(2)</u> | \$ 8.12 | I <u>(1)</u> <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |
| 2009 Warrants | 02/25/2009 | 08/25/2014 | Common Stock | 0 <u>(1)</u> <u>(2)</u> | \$ 9.744 | I <u>(1)</u> <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOREST LABORATORIES INC 909 THIRD AVENUE NEW YORK, NY 10022 | Â | Â X | Â | Â |
| FL Holding C.V. C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022 | Â | Â | Â Manager | Â |
| FLI International, LLC C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022 | Â | Â | Â Vice President | Â |
| Magnolia Acquisition Corp. C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022 | Â | Â | Â Vice President | Â |

Signatures

/s/ Herschel S. Weinstein, Vice President and General Counsel of Forest Laboratories, Inc.

03/04/2011

__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).
- (1) Solely for purposes of determining whether a person is a beneficial owner of more than ten percent (a "ten percent owner") of any class of equity securities registered pursuant to section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Rule 16a-1 under the Exchange Act ("Rule 16a-1") provides that the term "beneficial owner" shall mean any person who is deemed a

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beneficial owner pursuant to Section 13(d) of the Exchange Act and the rules thereunder. Rule 13d-3 under the Exchange Act ("Rule 13d-3"), in turn, provides that a person will be deemed to beneficially own all securities over which such person (i) has voting or investment control or (ii) may acquire voting or investment control within 60 days of the date of determination. (Continued in Footnote 2)

- (2) For reporting purposes, however, Rule 16a-2 under the Exchange Act ("Rule 16a-2") provides that a person is only deemed to be the beneficial owner of securities if that person has or shares the opportunity, directly or indirectly, to profit or share in any profit derived from a transaction in such securities (a "pecuniary interest"). However, none of the Forest Entities have any pecuniary interest in the Subject Securities (as defined below) and therefore, in accordance with Rule 16a-2, they are not deemed to beneficially own any of the Subject Securities.
- (3) The 2017 Convertible Notes may be repaid at any time upon 90 days prior notice.
- (4) The final maturity date of the 2017 Convertible Notes is February 25, 2017.

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Remarks:

This form is filed on behalf of Forest Laboratories, Inc. ("Forest"), FL Holding C.V. ("FL Holding")

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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