

Edgar Filing: WOMEN FIRST HEALTHCARE INC - Form SC 13G

WOMEN FIRST HEALTHCARE INC  
Form SC 13G  
January 27, 2004

SCHEDULE 13G

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Women First Healthcare, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.001 per Share

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

978150100

-----  
(CUSIP Number)

June 29, 2001

-----  
(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)  
  /X/       Rule 13d-1(c)  
  / /       Rule 13d-1(d)

\*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 in 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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- 
1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

Elan Corporation, plc

- 
2. Check the Appropriate Box if a Member of a Group  
(See Instructions) (a) / /  
(b) / /

- 
3. SEC Use Only

- 
4. Citizenship or Place of Organization

Ireland

- 
5. Sole Voting Power

0

Number of  
Shares  
Beneficially

- 
6. Shared Voting Power

1,530,698

Owned by Each  
Reporting  
Person With:

- 
7. Sole Dispositive Power

0

- 
8. Shared Dispositive Power

1,530,698

- 
9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,698

- 
10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)

/ /

- 
11. Percent of Class Represented by Amount in Row (9)

5.5%

- 
12. Type of Reporting Person (See Instructions)

CO

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Elan International Services, Ltd.

2. Check the Appropriate Box if a Member of a Group

(See Instructions)

(a) / /

(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization

Bermuda

5. Sole Voting Power

0

Number of  
Shares  
Beneficially

6. Shared Voting Power

1,530,698

Owned by Each  
Reporting  
Person With:

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,530,698

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,530,698

10. Check box if the Aggregate Amount in Row (9) Excludes Certain Shares

(See Instructions)

/ /

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person (See Instructions)

CO

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Item 1(a). Name of Issuer:

Women First Healthcare, Inc.

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

12220 El Camino Real, Suite 400, San Diego, California 92130

Item 2(a). Name of Person Filing:

This statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons")

- (i) Elan Corporation, plc
- (ii) Elan International Services, Ltd.

Item 2(b). Address of Principal Business Office:

- (i) Elan Corporation, plc  
Lincoln House, Lincoln Place  
Dublin 2, Ireland
- (ii) Elan International Services, Ltd.  
102 St. James Court  
Flatts, Smiths FL 04  
Bermuda

Item 2(c). Citizenship:

- (i) Elan Corporation, plc is an Irish public limited company
- (ii) Elan International Services, Ltd. is a Bermuda exempted limited liability company

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

Common Stock, par value \$.001 per share (the "Shares")

Item 2(e). CUSIP Number:

978150100

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person is a:

This Item 3 is not applicable

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Item 4. Ownership:

Elan Corporation plc

(a) Amount beneficially owned:

1,53

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- (b) Percent of class: 5.5%
- (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote:
- (ii) shared power to vote or to direct the vote: 1,53
  - (iii) sole power to dispose or to direct the disposition of:
  - (iv) shared power to dispose or to direct the disposition of: 1,53

Elan International Services, Ltd.

- (a) Amount beneficially owned: 1,530,698
- (b) Percent of class: 5.5%
- (c) Number of shares as to which such person has: (i) sole power to vote or to direct the vote:
- (ii) shared power to vote or to direct the vote:
  - (iii) sole power to dispose or to direct the disposition of:
  - (iv) shared power to dispose or to direct the disposition of:

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(1) All of the shares are beneficially owned directly by Elan International Services, Ltd., a direct wholly-owned subsidiary of Elan Corporation, plc.

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

Not Applicable

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

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

Item 8. Identification and Classification of Members of the Group:

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certifications:

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

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SIGNATURES

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.

Dated: January 27, 2004

ELAN CORPORATION, PLC

By: /s/ William F. Daniel

-----  
Name: William F. Daniel  
Title: Executive Vice President  
and Secretary

Dated: January 27, 2004

ELAN INTERNATIONAL SERVICES, LTD.

By: /s/ Kevin Insley

-----  
Name: Kevin Insley  
Title: President and CFO

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EXHIBIT INDEX

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A. Joint Filing Agreement dated January 27, 2004 by and between Elan Corporation, plc and Elan International Services, Ltd.....9

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EXHIBIT A  
JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Women First Healthcare, Inc., dated as of January 27, 2004 is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

Dated: January 27, 2004

ELAN CORPORATION, PLC

By: /s/ William F. Daniel

-----  
Name: William F. Daniel  
Title: Executive Vice President  
and Secretary

Dated: January 27, 2004

ELAN INTERNATIONAL SERVICES, LTD.

By: /s/ Kevin Insley

-----  
Name: Kevin Insley  
Title: President and CFO