

Edgar Filing: Synthetic Biologics, Inc. - Form SC 13G

Synthetic Biologics, Inc.  
Form SC 13G  
February 14, 2017

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

SCHEDULE 13G

OMB APPROVAL
OMB NUMBER:
EXPIRES:
JUNE 30, 2012
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE ...11

Under the Securities Exchange Act of 1934  
(Amendment No. \_ )\*

SYNTHETIC BIOLOGICS INC (SYN)

-----  
(Name of Issuer)

Common Stock

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

87164U102

-----  
(CUSIP Number)

December 31, 2016

-----  
(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)

\*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).

-----  
CUSIP No. 87164U102

SCHEDULE 13G

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
  
Alyeska Investment Group, L.P.

(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  
  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER 0
	(6) SHARED VOTING POWER 12,437,917
	(7) SOLE DISPOSITIVE POWER 0
	(8) SHARED DISPOSITIVE POWER 12,437,917

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
12,437,917

(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)  
9.9%\*

(12) TYPE OF REPORTING PERSON (See Instructions)  
IA

\*The reporting persons are the beneficial owners of 4,586,592 shares of Common Stock of the Issuer and hold a warrant under which they may purchase up to 7,851,235 shares of Common Stock as of December 31, 2016, which constitutes approximately 9.9% of the Issuer's outstanding Common Stock shares. The percentage calculation assumes that there are currently 116,652,351 outstanding shares of Common Stock of the Issuer, based on the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on November 1, 2016 and a subsequent issuance of 25,000,000 shares as reported in a prospectus supplement filed pursuant to Rule 424(b) (5) on November 15, 2016.

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
  
Alyeska Fund GP, LLC

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(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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER
	0
	(6) SHARED VOTING POWER
	12,437,917
	(7) SOLE DISPOSITIVE POWER
	0
	(8) SHARED DISPOSITIVE POWER
	12,437,917

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
12,437,917

(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)  
9.9%\*

(12) TYPE OF REPORTING PERSON (See Instructions)  
OO

\*The reporting persons are the beneficial owners of 4,586,592 shares of Common Stock of the Issuer and hold a warrant under which they may purchase up to 7,851,235 shares of Common Stock as of December 31, 2016, which constitutes approximately 9.9% of the Issuer's outstanding Common Stock shares. The percentage calculation assumes that there are currently 116,652,351 outstanding shares of Common Stock of the Issuer, based on the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on November 1, 2016 and a subsequent issuance of 25,000,000 shares as reported in a prospectus supplement filed pursuant to Rule 424(b) (5) on November 15, 2016.

CUSIP No. 87164U102 SCHEDULE 13G

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
  
Alyeska Fund 2 GP, LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions):  
(a) [ ]  
(b) [ ]

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER 0
	(6) SHARED VOTING POWER 12,437,917
	(7) SOLE DISPOSITIVE POWER 0
	(8) SHARED DISPOSITIVE POWER 12,437,917

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,437,917

(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)  
9.9%\*

(12) TYPE OF REPORTING PERSON (See Instructions)  
OO

\*The reporting persons are the beneficial owners of 4,586,592 shares of Common Stock of the Issuer and hold a warrant under which they may purchase up to 7,851,235 shares of Common Stock as of December 31, 2016, which constitutes approximately 9.9% of the Issuer's outstanding Common Stock shares. The percentage calculation assumes that there are currently 116,652,351 outstanding shares of Common Stock of the Issuer, based on the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on November 1, 2016 and a subsequent issuance of 25,000,000 shares as reported in a prospectus supplement filed pursuant to Rule 424(b) (5) on November 15, 2016.

CUSIP No. 87164U102

SCHEDULE 13G

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
Anand Parekh

(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  
United States of America

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(5) SOLE VOTING POWER 0
	-----
	(6) SHARED VOTING POWER 12,437,917
	-----
	(7) SOLE DISPOSITIVE POWER 0
	-----
	(8) SHARED DISPOSITIVE POWER 12,437,917
	-----
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  12,437,917
	-----
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) <span style="float: right;">[ ]</span>
	-----
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 9.9%*
	-----
(12)	TYPE OF REPORTING PERSON (See Instructions) IN
	-----

\*The reporting persons are the beneficial owners of 4,586,592 shares of Common Stock of the Issuer and hold a warrant under which they may purchase up to 7,851,235 shares of Common Stock as of December 31, 2016, which constitutes approximately 9.9% of the Issuer's outstanding Common Stock shares. The percentage calculation assumes that there are currently 116,652,351 outstanding shares of Common Stock of the Issuer, based on the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on November 1, 2016 and a subsequent issuance of 25,000,000 shares as reported in a prospectus supplement filed pursuant to Rule 424(b) (5) on November 15, 2016.

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Item 1(a).            Name of Issuer:  
SYNTHETIC BIOLOGICS INC

Item 1(b).            Address of Issuer's Principal Executive Offices:  
9605 Medical Center Drive, Suite 270  
Rockville, MD 20850

Item 2(a).            Name of Persons Filing:

- (i)            Alyeska Investment Group, L.P.
- (ii)           Alyeska Fund GP, LLC
- (iii)          Alyeska Fund 2 GP, LLC
- (iv)          Anand Parekh

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

- (i) 77 West Wacker Drive, 7th Floor  
Chicago, IL 60601
- (ii) 77 West Wacker Drive, 7th Floor  
Chicago, IL 60601
- (iii) 77 West Wacker Drive, 7th Floor  
Chicago, IL 60601
- (iv) 77 West Wacker Drive, 7th Floor  
Chicago, IL 60601

Item 2(c). Citizenship:

- (i) Alyeska Investment Group, L.P.- Delaware
- (ii) Alyeska Fund GP, LLC- Delaware
- (iii) Alyeska Fund 2 GP, LLC- Delaware
- (iv) Anand Parekh- United States of America

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

Item 2(e). CUSIP Number:  
87164U102

Item 3. If This Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b), Check Whether the Person Filing is a:

(a) Alyeska Investment Group, L.P., a limited partnership organized under the laws of the State of Delaware, is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended, and is reporting in accordance with 240.13d-1(b) (1) (ii) (E).

(b) Alyeska Fund GP, LLC, a limited liability company organized under the laws of the State of Delaware, serves as the General Partner and control person of Alyeska Master Fund, L.P., and is reporting in accordance with 240.13d-1(b) (1) (ii) (G).

(c) Alyeska Fund 2 GP, LLC, a limited liability company organized under the laws of the State of Delaware, serves as the General Partner and control person of Alyeska Master Fund 2, L.P., and is reporting in accordance with 240.13d-1(b) (1) (ii) (G).

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(d) Anand Parekh is the Chief Executive Officer and control person of Alyeska Investment Group, L.P., and is reporting in accordance with 240.13d-1(b)(1)(ii)(G).

### Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: Please refer to items 5-9 of the cover pages attached hereto
- (b) Percent of class: Please refer to item 11 of the cover pages attached hereto
- (c) Number of shares as to which the person has: Please refer to items 5-8 of the cover pages attached hereto

The reporting persons are the beneficial owners of 4,586,592 shares of Common Stock of the Issuer and hold a warrant to purchase 10,000,000 shares of the Issuer's Common Stock ("Warrant"). However, the Warrant contains a provision limiting its exercise to only such number of shares that would constitute 9.99% of the total number of Common Stock of the Issuer then outstanding when aggregated with all shares beneficially owned by the holder and its affiliates and any other person or entities with which such holder would constitute a Section 13(d) "group." Accordingly, as of December 31, 2016 the reporting persons may only purchase up to 7,851,235 shares of Common Stock under the Warrant, and as such, are reporting beneficial ownership of only such number of shares. The percentage calculation assumes that there are currently 116,652,351 outstanding shares of Common Stock of the Issuer, based on the Issuer's Form 10-Q as filed with the Securities and Exchange Commission on November 1, 2016 and a subsequent issuance of 25,000,000 shares as reported in a prospectus supplement filed pursuant to Rule 424(b)(5) on November 15, 2016.

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 Controlling Person.  
Not Applicable

Item 8. Identification and Classification of Members of the Group.  
Not Applicable

Item 9. Notice of Dissolution of Group  
Not Applicable

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Item 10. Certification

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 our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2017

Alyeska Investment Group, L.P.

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Alyeska Fund GP, LLC

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Alyeska Fund 2 GP, LLC

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Anand Parekh

By: /s/ Anand Parekh

-----  
Name: Anand Parekh  
Individually

CUSIP NO. 87164U102

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Exhibit A  
Agreement

The undersigned agree that the statement to which this exhibit is appended is filed on behalf of each of them.

Dated: February 14, 2017

Alyeska Investment Group, L.P.

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Alyeska Fund GP, LLC

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Alyeska Fund 2 GP, LLC

By: /s/ Jason Bragg

-----  
Name: Jason Bragg  
Title: Chief Financial Officer and Chief Compliance Officer

Anand Parekh

By: /s/ Anand Parekh

-----  
Name: Anand Parekh  
Individually