

HENDERSON GLOBAL INVESTORS LTD
Form SC 13G/A
February 19, 2009

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

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response..... 10.4

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Ziopharm Oncology Inc.
(Name of Issuer)

USD NPV
(Title of Class of Securities)

98973P101
(CUSIP Number)

December 31, 2008
(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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 98973P101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Henderson Global Investors Limited

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 Kingdom

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	1,198,757
7. Sole Dispositive Power		
8. Shared Dispositive Power		1,198,757

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,198,757

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

11. Percent of Class Represented by Amount in Row (9) 5.61%

12. Type of Reporting Person (See Instructions)

FI

CUSIP No. 98973P101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Henderson Group 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 United Kingdom

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	1,198,757
	7. Sole Dispositive Power	
	8. Shared Dispositive Power	1,198,757

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,198,757

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

11. Percent of Class Represented by Amount in Row (9) 5.61%

12. Type of Reporting Person (See Instructions)

HC

CUSIP No. 98973P101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Henderson Global Investors (Holdings) 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 United Kingdom

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	1,198,757
	7. Sole Dispositive Power	
	8. Shared Dispositive Power	1,198,757

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,198,757

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

11. Percent of Class Represented by Amount in Row (9) 5.61%

12. Type of Reporting Person (See Instructions)

HC

Item 1.

- (a) Name of Issuer
Ziopharm Oncology Inc.
- (b) Address of Issuer's Principal Executive Offices
197 Eighth Street, Suite 300, Charlestown, MA 02129

Item 2.

- (a) Name of Person Filing
Henderson Global Investors Limited, Henderson Group plc, Henderson Global Investors (Holdings) plc
- (b) Address of Principal Business Office or, if none, Residence
201 Bishopsgate, London EC2M 3AE, United Kingdom
- (c) Citizenship
United Kingdom
- (d) Title of Class of Securities
USD NPV
- (e) CUSIP Number
98973P101

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

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h)