

BIOSANTE PHARMACEUTICALS INC
Form 4
June 21, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
MARSHBANKS TRACY

2. Issuer Name and Ticker or Trading Symbol
BIOSANTE PHARMACEUTICALS INC [bpax]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1 SOUTH WACKER DRIVE, SUITE 3900
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/19/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 06/19/2013 | | A | | 3,314,964 | A | <u>(1)</u> 3,314,964 | I | See Footnote 2 <u>(2)</u> |
| Common Stock | 06/19/2013 | | A | | 138,091 | A | <u>(3)</u> 138,091 | I | See Footnote 4 <u>(4)</u> |
| Common Stock | 06/19/2013 | | A | | 1,345,812 | A | <u>(5)</u> 1,345,812 | I | See Footnote 6 <u>(6)</u> |
| Common Stock | 06/19/2013 | | A | | 51,778 | A | <u>(7)</u> 51,778 | I | See |

Stock

Footnote
8 (8)

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARSHBANKS TRACY 1 SOUTH WACKER DRIVE SUITE 3900 CHICAGO, IL 60606 | X | | | |

Signatures

Tracy L.
Marshbanks 06/19/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) On June 19, 2013, the issuer's wholly-owned subsidiary merged with ANIP Acquisition Company d/b/a ANI Pharmaceuticals, Inc., a privately-held Delaware corporation (ANI). Holders of ANI's series D preferred stock received shares of the issuer's common stock as merger consideration. FA Private Equity Fund IV, L.P., a former holder of ANI series D preferred stock, acquired shares of issuer common stock in exchange for its shares of ANI series D preferred stock.

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- (2) 1: Held by: FA Private Equity Fund IV, L.P., of which the Reporting Person may be deemed to be a beneficial owner pursuant to rule 16a-1(a)(1).
- (3) On June 19, 2013, the issuer's wholly-owned subsidiary merged with ANIP Acquisition Company d/b/a ANI Pharmaceuticals, Inc., a privately-held Delaware corporation (ANI). Holders of ANI's series D preferred stock received shares of the issuer's common stock as merger consideration. FA Private Equity Fund IV GmbH & Co. Beteiligungs KG, a former holder of ANI series D preferred stock, acquired shares of issuer common stock in exchange for its shares of ANI series D preferred stock.
- (4) Held by: FA Private Equity Fund IV GmbH & Co. Beteiligungs KG, of which the Reporting Person may be deemed to be a beneficial owner pursuant to rule 16a-1(a)(1).
- (5) On June 19, 2013, the issuer's wholly-owned subsidiary merged with ANIP Acquisition Company d/b/a ANI Pharmaceuticals, Inc., a privately-held Delaware corporation (ANI). Holders of ANI's series D preferred stock received shares of the issuer's common stock as merger consideration. The Productivity Fund IV Liquidating Trust, a former holder of ANI series D preferred stock, acquired shares of issuer common stock in exchange for its shares of ANI series D preferred stock.
- (6) Held by: The Productivity Fund IV Liquidating Trust, of which the Reporting Person may be deemed to be a beneficial owner pursuant to rule 16a-1(a)(1).
- (7) On June 19, 2013, the issuer's wholly-owned subsidiary merged with ANIP Acquisition Company d/b/a ANI Pharmaceuticals, Inc., a privately-held Delaware corporation (ANI). Holders of ANI's series D preferred stock received shares of the issuer's common stock as merger consideration. The Productivity Fund IV Advisors Fund Liquidating Trust, a former holder of ANI series D preferred stock, acquired shares of issuer common stock in exchange for its shares of ANI series D preferred stock.
- (8) Held by: The Productivity Fund IV Advisors Fund Liquidating Trust, of which the Reporting Person may be deemed to be a beneficial owner pursuant to rule 16a-1(a)(1).

Remarks:

Reporting person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent

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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