

Edgar Filing: ALTEON INC /DE - Form SC 13G/A

ALTEON INC /DE
Form SC 13G/A
February 13, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

ALTEON INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

02144G107

(CUSIP Number)

December 31, 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)
 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 on 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).

Page 1 of 8 pages

Edgar Filing: ALTEON INC /DE - Form SC 13G/A

CUSIP No. 02144G107

13G

Page 2 of 8 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.A.C. Capital Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [x]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

1,925,584 (including 572,738 shares issuable upon
exercise of warrants)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,925,584 (including 572,738 shares issuable upon
exercise of warrants)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,925,584 (including 572,738 shares issuable upon exercise of
warrants)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%

12 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTION BEFORE FILLING OUT

Edgar Filing: ALTEON INC /DE - Form SC 13G/A

 CUSIP No. 02144G107

13G

 Page 3 of 8 Pages

 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 S.A.C. Capital Management, LLC

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

 (a) []

 (b) [X]

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

 5 SOLE VOTING POWER

 0

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED
 BY
 EACH
 REPORTING
 PERSON
 WITH

 6 SHARED VOTING POWER

 1,925,584 (including 572,738 shares issuable upon
 exercise of warrants)

 7 SOLE DISPOSITIVE POWER

 0

 8 SHARED DISPOSITIVE POWER

 1,925,584 (including 572,738 shares issuable upon
 exercise of warrants)

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 1,925,584 (including 572,738 shares issuable upon exercise of
 warrants)

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES []

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

 6.9%

 12 TYPE OF REPORTING PERSON*

 00

*SEE INSTRUCTION BEFORE FILLING OUT

Edgar Filing: ALTEON INC /DE - Form SC 13G/A

CUSIP No. 02144G107

13G

Page 4 of 8 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Steven A. Cohen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,925,584 (including 572,738 shares issuable upon
exercise of warrants)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,925,584 (including 572,738 shares issuable upon
exercise of warrants)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,925,584 (including 572,738 shares issuable upon exercise of
warrants)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.9%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

Edgar Filing: ALTEON INC /DE - Form SC 13G/A

Page 4 of 8 pages

Item 1(a) Name of Issuer:

Alteon Inc.

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

170 Williams Drive
Ramsey, New Jersey 07446

Items 2(a) Name of Person Filing:

This statement is being filed by (i) S.A.C. Capital Advisors, LLC ("SAC Capital Advisors"), (ii) S.A.C. Capital Management, LLC ("SAC Capital Management") and (iii) Steven A. Cohen.

Item 2(b) Address of Principal Business Office:

(i), (ii) and (iii):
777 Long Ridge Road
Stamford, Connecticut 06902

Item 2(c) Citizenship:

(i): Delaware
(ii): Delaware
(iii): United States

Item 2(d) Title of Class of Securities:

Common Stock, par value \$.01 per share

Item 2(e) CUSIP Number:

02144G107

Item 3 Not Applicable

Item 4. Ownership:

The securities reported on herein are held by S.A.C. Capital Associates, LLC, an Anguillan limited liability company ("SAC Capital Associates"). Pursuant to investment agreements, each of SAC Capital Advisors and SAC Capital Management share all investment and voting power with respect to the securities held by SAC Capital Associates. Accordingly, each of SAC Capital Advisors and SAC Capital Management may be deemed to be the beneficial owner of the securities covered by this statement for purposes of Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

Edgar Filing: ALTEON INC /DE - Form SC 13G/A

Page 5 of 8 pages

Steven A. Cohen is (i) the President and Chief Executive Officer of SAC Capital Advisors, the Managing Member of which is a corporation wholly owned by Mr. Cohen, and (ii) the owner, directly and through a wholly owned subsidiary, of 100% of the membership interests of SAC Capital Management. Accordingly, Mr. Cohen may be deemed to be the beneficial owner of the securities covered by this statement for purposes of Rule 13d-3 under the Exchange Act. Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement.

Item 4(a) Amount Beneficially Owned:

1,925,584 (including 572,738 shares issuable upon exercise
of warrants)

Item 4(b) Percent of Class:

6.9%

Item 4(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 0
(ii) Shared power to vote or to direct the vote: 1,925,584
(including 572,738 shares issuable upon exercise of
warrants)
(iii) Sole power to dispose or to direct the disposition
of: 0
(iv) Shared power to dispose or to direct the disposition
of: 1,925,584 (including 572,738 shares issuable upon
exercise of warrants)

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

If this statement is being filed to report the fact that as
of the date hereof the reporting person has ceased to be the
beneficial owner of more than five percent of the class of
securities, check the following. []

Item 6 Ownership of More than Five Percent on Behalf of Another

Person:

SAC Capital Associates has the right to receive dividends
on, and proceeds from the sale of, the shares reported on
this statement as beneficially owned by SAC Capital
Advisors, SAC Capital Management and Mr. Cohen.

Page 6 of 8 pages

Edgar Filing: ALTEON INC /DE - Form SC 13G/A

Item 7 Identification and Classification of the

Subsidiary Which Acquired the Security Being

Reported on By the Parent Holding Company:

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 Certification:

By signing below the signatory certifies that, to the best of his 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.

Page 7 of 8 pages

SIGNATURE

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: February 12, 2002

S.A.C. CAPITAL ADVISORS, LLC

By: /s/ Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person

S.A.C. CAPITAL MANAGEMENT, LLC

Edgar Filing: ALTEON INC /DE - Form SC 13G/A

By: /s/ Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person

STEVEN A. COHEN

By: /s/ Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person

Page 8 of 8 pages