

INTERLEUKIN GENETICS INC

Form 4

December 24, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BAY CITY CAPITAL LLC

2. Issuer Name and Ticker or Trading Symbol
INTERLEUKIN GENETICS INC
[ILIU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
750 BATTERY STREET, SUITE
400

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2014

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

SAN FRANCISCO, CA 94111

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/23/2014 | | P | | 25,996,552 | A | \$ 0.1003 |
| | | | | | | | 46,184,016 |
| | | | | | | | I |
| | | | | | | | See footnotes (1) (2) |
| Common Stock | 12/23/2014 | | P | | 495,400 | A | \$ 0.1003 |
| | | | | | | | 880,099 |
| | | | | | | | I |
| | | | | | | | See footnotes (1) (3) |

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

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number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Common Stock Warrant (right to buy) | \$ 0.1003 | 12/23/2014 | | P | 25,996,552 | 12/23/2014 12/23/2021 | Common Stock 25,996,552 |
| Common Stock Warrant (right to buy) | \$ 0.1003 | 12/23/2014 | | P | 495,400 | 12/23/2014 12/23/2021 | Common Stock 495,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAY CITY CAPITAL LLC 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |
| Bay City Capital Fund V, L.P. 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |
| Bay City Capital Fund V Co-Investment Fund, L.P. 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |
| Bay City Capital Management V LLC 750 BATTERY STREET, SUITE 400 SAN FRANCISCO, CA 94111 | | X | | |

Signatures

/s/ Michael Lawhead,
attorney-in-fact

12/24/2014

__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).

Bay City Capital LLC, a Delaware limited liability company ("BCC"), Bay City Capital Management V LLC, a Delaware limited liability company ("Management V"), Bay City Capital Fund V, L.P., a Delaware limited partnership ("Fund V"), and Bay City Capital Fund V Co-Investment Fund, L.P., a Delaware limited partnership ("Co-Investment V"), are deemed to be a "group" for the purpose of Section

- (1) 13(d) under the Securities Exchange Act of 1934. Management V is the general partner of Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V. BCC, the manager of Management V, is also an advisor to Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V.
- (2) Represent securities held by Fund V, including indirect interests of Management V. Management V disclaims beneficial ownership with respect to these securities, except to the extent of its pecuniary interest therein.
- (3) Represent securities held by Co-Investment V, including indirect interests of Management V. Management V disclaims beneficial ownership with respect to these securities, except to the extent of its pecuniary interest therein.

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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