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NOVARTIS AG
Form SC 13G/A
February 14, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(AMENDMENT NO. 1) *

ORGANOGENESIS INC.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

685906-10-9

(CUSIP Number)

Novartis Pharma AG
Lichtstrasse 35
CH-4002 Basel
Switzerland
Attn: General Counsel
Telephone: 011-41-61-324-1111

with a copy to:

Morton A. Pierce, Esq.
Dewey Ballantine LLP
1301 Avenue of the Americas
New York, New York 10019-6092
Telephone: (212) 259-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

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

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11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.3%

12 TYPE OF REPORTING PERSON

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ITEM 1(a). NAME OF ISSUER:

Organogenesis Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICE:

150 Dan Road
Canton, Massachusetts 02021

ITEM 2(a). NAME OF PERSON FILING:

Novartis Pharma AG

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Lichtstrasse 35
CH-4002 Basel
Switzerland

ITEM 2(c). CITIZENSHIP:

Novartis Pharma AG ("Novartis") is a company incorporated under the laws of Switzerland.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.01 per share

ITEM 2(e). CUSIP NUMBER:

685906-10-9

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ITEM 3. Not Applicable

ITEM 4. OWNERSHIP:

(a) AMOUNT BENEFICIALLY OWNED: 2,884,671

On October 22, 2001, Novartis filed its initial Schedule 13G (the "Schedule 13G") with respect to the Common Stock, par value \$.01 per share (the "Common Stock") of Organogenesis Inc. (the "Issuer"). In the Schedule 13G, Novartis reported beneficial ownership of an aggregate of 2,723,615 shares of the Common Stock, which consisted of (i) 657,500 shares of the Common Stock held outright and (ii) 2,066,115 shares of the Common Stock issuable upon the conversion of a \$10 million 7% Convertible Subordinated Note of the Issuer (the "Convertible Note") at the then current conversion price of \$4.84, which conversion price was subject to further adjustment.

As of February 12, 2002, the conversion price of the Convertible Note was \$4.49. This adjustment to the conversion price of the Convertible Note results in Novartis having beneficial ownership of an additional 161,056 shares of the Common Stock, for a total of 2,227,171 shares of the Common Stock issuable upon conversion of the Convertible Note. Novartis still holds 657,500 shares of the Common Stock outright.

(b) PERCENT OF CLASS: 7.3%

This percentage is based on 37,074,900 shares of the Common Stock outstanding at January 17, 2002, as reported by the Issuer in its Amendment No. 3 to Form S-3 Registration Statement filed with the Securities Exchange Commission on February 6, 2002, and on the issuance of 2,227,171 shares of the Common Stock upon conversion of the Convertible Note.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) Sole power to vote or to direct to vote:	2,884,671
(ii) Shared power to vote or to direct to vote:	0
(iii) Sole power to dispose or to direct the disposition of:	2,884,671
(iv) Shared power to dispose or to direct the disposition of:	0

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

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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:

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

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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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.

February 14, 2002

NOVARTIS PHARMA AG

By: /s/ Karl-Heinz Marx

Name: Karl-Heinz Marx

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Title: Head of Business
Planning and Analysis

By: /s/ Kimberly Urdahl

Name: Kimberly Urdahl
Title: Head of Legal,
Transplantation and
Mature Products

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