

HALOZYME THERAPEUTICS INC
Form SC 13G
October 21, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Halozyme Therapeutics, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

40637H109

(CUSIP Number)

October 12, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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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)

CUSIP No. 40637H109

1. Names of Reporting Persons.

QVT Financial LP

I.R.S. Identification Nos. of above persons (entities only).

11-3694008

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

Delaware

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned by 3,200,000 shares of common stock

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

3,200,000 shares of common stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,200,000 shares of common stock

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

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

6.72%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 40637H109

1. Names of Reporting Persons.

QVT Financial GP LLC

I.R.S. Identification Nos. of above persons (entities only).

11-3694007

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

Delaware

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned by 3,200,000 shares of common stock

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

3,200,000 shares of common stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,200,000 shares of common stock

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

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

6.72%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 40637H109

1. Names of Reporting Persons.

QVT Fund LP

I.R.S. Identification Nos. of above persons (entities only).

98-0415217

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

Cayman Islands

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned by 3,200,000 shares of common stock

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,200,000 shares of common stock

3,200,000 shares of common stock

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

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

6.72%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 40637H109

1. Names of Reporting Persons.

QVT Associates GP LLC

I.R.S. Identification Nos. of above persons (entities only).

01-0798253

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

Delaware

5. Sole Voting Power

Number of 0

Shares 6. Shared Voting Power

Beneficially

Owned by 3,200,000 shares of common stock

Each 7. Sole Dispositive Power

Reporting

Person 0

With: 8. Shared Dispositive Power

3,200,000 shares of common stock
9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,200,000 shares of common stock

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

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

6.72%

12. Type of Reporting Person (See Instructions)

OO

- Item 1. (a)** Name of Issuer
Halozyme Therapeutics, Inc. (the Issuer)
- Item 1. (b)** Address of Issuer's Principal Executive Offices
The address of the Issuer's principal executive offices is:
11588 Sorrento Valley Road, Suite 17, San Diego, CA 92121
- Item 2. (a)** Name of Person Filing
- Item 2. (b)** Address of Principal Business Office or, if none, Residence
- Item 2. (c)** Citizenship
- QVT Financial LP
- 527 Madison Avenue, 8th Floor
- New York, New York 10022
- Delaware Limited Partnership
- QVT Financial GP LLC
- 527 Madison Avenue, 8th Floor
- New York, New York 10022
- Delaware Limited Liability Company
- QVT Fund LP
- Walkers SPV, Walkers House
- P.O. Box 908GT
- Mary Street
- George Town, Grand Cayman, Cayman Islands
- Cayman Islands Limited Partnership
- QVT Associates GP LLC
- 527 Madison Avenue, 8th Floor
- New York, New York 10022
- Delaware Limited Liability Company
- Item 2. (d)** Title of Class of Securities
The title of the securities is common stock, par value \$0.001 per share (the Common Stock).
- Item 2. (e)** CUSIP Number
The CUSIP number of the Common Stock is 40637H109.

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)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) Amount beneficially owned:

QVT Financial LP (QVT Financial) is the investment manager for QVT Fund LP (the Fund), which beneficially owns 3,200,000 shares of Common Stock, which were purchased from the Issuer in a private placement. QVT Financial has the power to direct the vote and disposition of the Common Stock held by the Fund. Accordingly, QVT Financial may be deemed to be the beneficial owner of the 3,200,000 shares of Common Stock owned by the Fund.

QVT Financial GP LLC, as General Partner of QVT Financial, may be deemed to beneficially own the same number of shares of Common Stock reported by QVT Financial.

The Fund beneficially owns 3,200,000 shares of Common Stock. QVT Associates GP LLC, as General Partner of the Fund, may be deemed to beneficially own the same number of shares of Common Stock reported by the Fund.

The Fund also owns warrants to purchase additional shares of Common Stock, which are not exercisable until after April 15, 2005.

Each of QVT Financial and QVT Financial GP LLC disclaim beneficial ownership of the 3,200,000 shares of Common Stock owned by the Fund.

- (b) Percent of class:

See Item 11 of the Cover Pages to this Schedule 13G.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See item (a) above.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See item (a) above.

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.

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

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.

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: October 21, 2004

QVT FINANCIAL LP

By QVT Financial GP LLC,
its General Partner

By: /s/ Daniel A. Gold

Name: Daniel A. Gold
Title: Managing Member

By: /s/ Tracy Fu

Name: Tracy Fu
Title: Managing Member

QVT FINANCIAL GP LLC

By: /s/ Daniel A. Gold

Name: Daniel A. Gold
Title: Managing Member

By: /s/ Tracy Fu

Name: Tracy Fu
Title: Managing Member

QVT FUND LP

By QVT Associates GP LLC,
its General Partner

By: /s/ Daniel A. Gold

Name: Daniel A. Gold
Title: Managing Member

By: /s/ Tracy Fu

Name: Tracy Fu
Title: Managing Member

QVT ASSOCIATES GP LLC

By: /s/ Daniel A. Gold

Name: Daniel A. Gold
Title: Managing Member

By: /s/ Tracy Fu

Name: Tracy Fu
Title: Managing Member

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G signed by each of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: October 21, 2004

QVT FINANCIAL LP

By QVT Financial GP LLC,
its General Partner

By: /s/ Daniel A. Gold

Name: Daniel A. Gold
Title: Managing Member

By: /s/ Tracy Fu

Name: Tracy Fu
Title: Managing Member

QVT FINANCIAL GP LLC

By: /s/ Daniel A. Gold

Name: Daniel A. Gold
Title: Managing Member

By: /s/ Tracy Fu

Name: Tracy Fu
Title: Managing Member

QVT FUND LP

By QVT Associates GP LLC,
its General Partner

By: /s/ Daniel A. Gold

Name: Daniel A. Gold
Title: Managing Member

By: /s/ Tracy Fu

Name: Tracy Fu
Title: Managing Member

QVT ASSOCIATES GP LLC

By: /s/ Daniel A. Gold

Name: Daniel A. Gold
Title: Managing Member

By: /s/ Tracy Fu

Name: Tracy Fu
Title: Managing Member