

Edgar Filing: ORBIMED ADVISERS INC /CT - Form SC 13G/A

ORBIMED ADVISERS INC /CT  
Form SC 13G/A  
February 15, 2002

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

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934

Orphan Medical, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

687303107  
(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 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. 68730317

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
OrbiMed Advisors Inc.
2. Check the Appropriate Box if a Member Of a Group (See Instructions)  
  
 (a)  
 (b)
3. SEC Use Only

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4. Citizenship or Place of Organization

Delaware

|                |                             |           |
|----------------|-----------------------------|-----------|
| Number of      | 5. Sole Voting Power        | 0         |
| Shares         | 6. Shared Voting Power      | 1,602,302 |
| Beneficially   | 7. Sole Dispositive Power   | 0         |
| Owned by       | 8. Shared Dispositive Power | 1,602,302 |
| Each Reporting |                             |           |
| Person With    |                             |           |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,602,302

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

11. Percent of Class Represented by Amount in Row (9) 15.64%

12. Type of Reporting Person (See Instructions) IA

CUSIP No. 687303107

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

OrbiMed Advisors LLC

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

|                |                             |           |
|----------------|-----------------------------|-----------|
| Number of      | 5. Sole Voting Power        | 0         |
| Shares         | 6. Shared Voting Power      | 1,602,302 |
| Beneficially   | 7. Sole Dispositive Power   | 0         |
| Owned by       | 8. Shared Dispositive Power | 1,602,302 |
| Each Reporting |                             |           |
| Person With    |                             |           |

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,602,302

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

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11. Percent of Class Represented by Amount in Row (9) 15.64%
12. Type of Reporting Person (See Instructions) CO

CUSIP No. 687303107

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Samuel D. Isaly
  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  
  
United States
  5. Sole Voting Power 0
  6. Shared Voting Power 1,602,302
  7. Sole Dispositive Power 0
  8. Shared Dispositive Power 1,602,302
- Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,602,302
  10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares  
(See Instructions)
  11. Percent of Class Represented by Amount in Row (9) 15.64%
  12. Type of Reporting Person (See Instructions) HC

Item 1. (a) Issuer: Orphan Medical, Inc.  
  
(b) Address: 13911 Ridgedale Drive  
Minnetonka, MN 55305

Item 2. (a) Name of Person Filing:  
OrbiMed Advisors Inc.  
OrbiMed Advisors LLC  
Samuel D. Isaly

(b) Address of Principal Business Offices:  
  
767 Third Avenue, 6th Floor  
New York, New York 10010

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- (c) Citizenship:  
Please refer to Item 4 on each cover sheet for each filing person
- (d) Title of Class of Securities  
Common stock
- (e) CUSIP Number: 687303107

Item 3. OrbiMed Advisors Inc. is an investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E). Not applicable for OrbiMed Advisors LLC and Samuel D. Isaly.

Item 4. Ownership

Please see Items 5 - 9 and 11 for each cover sheet for each filing separately

Item 5. Ownership of Five Percent or Less of a Class Not Applicable

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

Reporting persons are holding 15.64% of the securities on behalf of Other persons who have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

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.

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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.

Date: February 15, 2002

OrbiMed Advisors Inc.

By: /s/ Samuel D. Isaly

-----  
Name: Samuel D. Isaly

Title: President

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and 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.

Date: February 15, 2002

OrbiMed Advisors LLC

By: /s/ Samuel D. Isaly

-----  
Name: Samuel D. Isaly

Title: Managing Member

Samuel D. Isaly

By: /s/ Samuel D. Isaly

-----  
Name: Samuel D. Isaly

EX-1.1 OTHERDOC

2

0002.txt

JOINT FILING AGREEMENT

Exhibit 1.1

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JOINT FILING AGREEMENT

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The undersigned hereby agree that the Statement on this Schedule 13G/A, dated February 14, 2001, (the "Schedule 13G/A"), with respect to the Common Stock, \$.01 par value, of Orphan Medical, Inc. is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G/A. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G/A, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 15th day of February, 2002.

OrbiMed Advisors Inc.

By: /s/ Samuel D. Isaly

-----  
Name: Samuel D. Isaly

Title: President

OrbiMed Advisors LLC

By: /s/ Samuel D. Isaly

-----  
Name: Samuel D. Isaly

Title: Managing Member

EX-2.1 OTHERDOC  
Statement of Control Person

Exhibit 2.1

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Statement of Control Person

The Statement on this Schedule 13G/A dated February 15, 2002 with respect to the common stock \$.01 par value of Orphan Medical, Inc. is filed by Samuel D. Isaly in accordance with the provisions of Rule 13d-1(c) and Rule 13d-1(k) respectively as a control person (HC) of Orbimed Advisors LLC and Orbimed Advisors Inc.

Orbimed Advisors Inc. files this statement on Schedule 13G/A in accordance with the provisions of Rule 13d-1(b) and Rule 13d-1(k) respectively as an investment advisor (IA) and Orbimed Advisors LLC files this statement on Schedule 13G/A in accordance with the provisions or Rule 13d-1(c) and 13d-1(k) respectively as a corporation (CO).