

BARRETT M JAMES
Form 3
May 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BARRETT M JAMES | | (Month/Day/Year) | INTERLEUKIN GENETICS INC [ILIU] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 1954 GREENSPRING DRIVE,Â SUITE 600 | | | (Check all applicable) | |
| (Street) | | | ___ Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | ___ Officer | ___ Other |
| TIMONIUM,Â MDÂ 21093 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | ___ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 15,429,122 | I | See Note 1 ⁽¹⁾ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-------------------------------------|------------------|-----------------|--------------------------------------|----------------------------|
| Common Stock Warrant (right to buy) | Â (2) | Â (2) | Common Stock 11,571,842 \$ 0.2745 | I See Note 1 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARRETT M JAMES 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | Â | Â X | Â | Â |

Signatures

/s/ Louis Citron,
attorney-in-fact
05/23/2013

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- The Reporting Person is a Director of NEA 14 GP, LTD, which is the sole general partner of NEA Partners 14, L.P. ("NEA Partners 14"). NEA Partners 14 is the sole general partner of New Enterprise Associates 14, L.P. ("NEA 14"). NEA 14 is the sole member of Growth
- (1) Equity Opportunities Fund III, LLC ("GEO") , the direct beneficial owner of the Shares. The Reporting Person disclaims beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of the Shares held by GEO, except to the extent of his pecuniary interest therein.
 - (2) 63% of the warrants are exercisable on 05/17/2013 (the "Initial Exercise Date") and 37% of the warrants are exercisable on the date the Issuer's shareholders approve an increase in the number of authorized shares of common stock under the Issuer's certificate of incorporation. The warrants terminate if they are not exercised on or prior to the close of business on the seven year anniversary of the Initial Exercise Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.