

Edgar Filing: ANTARES PHARMA INC - Form SC 13G

ANTARES PHARMA INC  
Form SC 13G  
February 06, 2004

UNITED STATES  
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. )\*

Antares Pharma, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

036642106

-----  
(CUSIP Number)

October 1, 2003

-----  
(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 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).

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CUSIP NO. 036642106

SCHEDULE 13G

PAGE 2 OF 9 PAGES  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SDS Capital Group SPC, Ltd. (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
1,269,600

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
1,269,600

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,269,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.4%

12 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

(1) On October 1, 2003, SDS Merchant Fund, L.P., a Delaware limited partnership, assigned and transferred all of the shares of common stock of the issuer beneficially owned by SDS Merchant Fund, L.P. to SDS Capital Group SPC, Ltd.

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CUSIP NO. 036642106

SCHEDULE 13G

PAGE 3 OF 9 PAGES

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
SDS Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,269,600
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,269,600

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,269,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
  
 [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
6.4%

12 TYPE OF REPORTING PERSON\*  
  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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CUSIP NO. 036642106

SCHEDULE 13G

PAGE 4 OF 9 PAGES

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Mr. Steven Derby

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 1,269,600
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 1,269,600

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
1,269,600

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
6.4%

12 TYPE OF REPORTING PERSON\*  
  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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-----  
CUSIP NO. 036642106                      SCHEDULE 13G                      PAGE 5 OF 9 PAGES  
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ITEM 1(a).                      NAME OF ISSUER:  
  
   Antares Pharma, Inc.

ITEM 1(b).                      ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
  
   707 Eagleview Boulevard  
   Suite 414  
   Exton, Pennsylvania 19341

ITEM 2(a).                      NAME OF PERSON FILING.  
ITEM 2(b).                      ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE.  
ITEM 2(c).                      CITIZENSHIP.

   SDS Capital Group SPC, Ltd. (the "Reporting Person")  
   RK Consulting (Cayman) Ltd.  
   P.O. Box 174865  
   Cayman Corporate Center  
   27 Hospital Road  
   Georgetown, Grand Cayman  
   Cayman Islands  
   Cayman Islands corporation

   SDS Management, LLC (the "Investment Manager")  
   53 Forest Avenue, 2nd Floor  
   Old Greenwich, CT 06870  
   Delaware limited liability company

   Mr. Steven Derby ("Mr. Derby")  
   Sole Managing Member of the Investment Manager  
   53 Forest Avenue, 2nd Floor  
   Old Greenwich, CT 06870  
   United States citizen

ITEM 2(d).                      TITLE OF CLASS OF SECURITIES:  
  
   Common Stock, par value \$0.01 per share

ITEM 2(e).                      CUSIP NUMBER:  
  
   036642106

ITEM 3.                              IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR  
   13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:  
  
   Not Applicable

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CUSIP NO. 036642106                      SCHEDULE 13G                      PAGE 6 OF 9 PAGES  
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ITEM 4.

OWNERSHIP.

The following is information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1 as of February 5, 2004:

1. The Reporting Person.
  - (a) Amount beneficially owned: 1,269,600 shares of common stock.
  - (b) Percent of Class: 6.4%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or direct the vote: 1,269,600
    - (ii) shared power to vote or direct the vote: 0
    - (iii) sole power to dispose or direct the disposition of: 1,269,600
    - (iv) shared power to dispose or direct the disposition of: 0
2. The Investment Manager - same as Mr. Derby, see below.
3. Mr. Derby.
  - (a) Amount beneficially owned: 1,269,600 shares of common stock.
  - (b) Percent of Class: 6.4%
  - (c) Number of shares as to which such person has:
    - (i) sole power to vote or direct the vote: 0
    - (ii) shared power to vote or direct the vote: 1,269,600
    - (iii) sole power to dispose or direct the disposition of: 0
    - (iv) shared power to dispose or direct the disposition of: 1,269,600

On October 1, 2003, SDS Merchant Fund, L.P., a Delaware limited partnership, assigned and transferred all of the shares of common stock of the issuer beneficially owned by SDS Merchant Fund, L.P. to the Reporting Person.

ITEM 5.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

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-----  
CUSIP NO. 036642106

SCHEDULE 13G

PAGE 7 OF 9 PAGES  
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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 OR CONTROL PERSON.

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.

Certification pursuant to Rule 13d-1(c):

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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CUSIP NO. 036642106

SCHEDULE 13G

PAGE 8 OF 9 PAGES  
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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.

Dated: February 6, 2004

SDS CAPITAL GROUP SPC, LTD.  
By: SDS Management, LLC,  
its Investment Manager

By: /s/ Steven Derby

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-----  
Name: Steven Derby  
Title: Managing Member

SDS MANAGEMENT, LLC

By: /s/ Steven Derby

-----  
Name: Steven Derby  
Title: Managing Member

/s/ Steven Derby

-----  
Steven Derby

-----  
CUSIP NO. 036642106

SCHEDULE 13G

PAGE 9 OF 9 PAGES

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EXHIBIT A  
JOINT FILING AGREEMENT

This Agreement is filed as an exhibit to this Schedule 13G being filed by SDS Capital Group SPC, Ltd., SDS Management, LLC and Mr. Steven Derby in compliance with Rule 13d-1(k) of the Securities and Exchange Commission, which requires an agreement in writing indicating that this Schedule 13G to which this Agreement is attached is filed on behalf of the below-named companies, that they are each responsible for the timely filing of the Schedule 13G and any amendments thereto and for the completeness and accuracy of the information concerning such persons contained therein.

This Agreement may be executed in counterparts, each of which when so executed and delivered shall be deemed an original and all of which taken together shall constitute but one and the same instrument.

Dated: February 6, 2004

SDS CAPITAL GROUP SPC, LTD.  
By: SDS Management, LLC,  
its Investment Manager

By: /s/ Steven Derby

-----  
Name: Steven Derby  
Title: Managing Member

SDS MANAGEMENT, LLC

By: /s/ Steven Derby

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Name: Steven Derby  
Title: Managing Member

/s/ Steven Derby

-----  
Steven Derby