

PUMA BIOTECHNOLOGY, INC.
Form SC 13G/A
July 26, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Puma Biotechnology Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

74587V107

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

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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 disclosures provided in a prior cover page. The information required on 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. N/A

1. NAME OF REPORTING PERSON

2. **Brookside Capital Partners Fund, L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) " (b) "

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

SHARES 1,041,703 shares
6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 1,041,703 shares
8. SHARED DISPOSITIVE POWER
WITH

9. 0
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 1,041,703 shares
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. *3.63%*
TYPE OF REPORTING PERSON

PN

CUSIP No. 171779309

1. NAME OF REPORTING PERSON

Brookside Capital Trading Fund, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

300,000 shares
SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0
EACH 7. SOLE DISPOSITIVE POWER

REPORTING

300,000 shares
PERSON 8. SHARED DISPOSITIVE POWER
WITH

0
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300,000 shares
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. 1.05%
TYPE OF REPORTING PERSON

PN

13G/A

Page 3 of 7 Pages

Item 1 (a). **Name of Issuer**

The name of the issuer to which this filing on Schedule 13G/A relates is Puma Biotechnology Inc.

Item 1 (b). **Address of Issuer's Principal Executive Offices**

The principal executive offices of the Company are located at 10880 Wilshire Blvd, Suite 2150, Los Angeles, CA 90024

Item 2 (a). **Name of Person Filing**

This Statement is being filed on behalf of the following (collectively, the Reporting Persons): (1) Brookside Capital Partners Fund, L.P., a Delaware limited partnership (Partners Fund). Brookside Capital Investors, L.P., a Delaware limited partnership (Brookside Investors) is the sole general partner of the Brookside Fund. Brookside Capital Management, LLC, a Delaware limited liability company (Brookside Management), is the sole general partner of Brookside Investors. (2) Brookside Capital Trading Fund, L.P., a Delaware limited partnership (Trading Fund), Brookside Capital Investors II, L.P., a Delaware limited partnership (Brookside Investors II) is the sole general partner of the Trading Fund. Brookside Management is the sole general partner of Brookside Investors II.

The Reporting Persons have entered into a Joint Filing Agreement, dated July 26, 2013, a copy of which is filed with this Schedule 13G/A as Exhibit A, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Act of 1934.

Item 2 (b). **Address of Principal Business Office or, if none, Residence**

The principal business address of each of the Partners Fund, Trading Fund, Brookside Investors, Brookside Investors II and Brookside Management is c/o John Hancock Tower, 200 Clarendon Street, Boston, MA 02116.

Item 2 (c). **Citizenship**

Each of Partners Fund, Trading Fund, Brookside Investors, Brookside Investors II and Brookside Management is organized under the laws of the State of Delaware.

Item 2 (d). **Title of Class of Securities**

The class of equity securities of the Company to which this filing on Schedule 13G/A relates is Common Stock.

Item 2 (e). **CUSIP Number**

N/A

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:**
Not applicable.

- (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. 73c).
- (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 §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)(1)(ii)(G).
- (h) A savings association 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).

If this statement is filed pursuant to §240.13d-1(c), check this box.

Item 4. Ownership

Item 4 (a). Amount beneficially owned

As of the close of business on November 26, 2012, the Partners Fund beneficially owned 1,041,703 Shares of Common Stock, and the Trading Fund beneficially owned 300,000 shares of Common Stock.

Item 4 (b). Percent of Class

As of the close of business on November 26, 2012, the Partners Fund was the beneficial owner of 3.63% of the Common Stock of the Company, and the Trading Fund was the beneficial owner of 1.05% of the Common Stock of the Company. The aggregate percentage of Common Stock reported owned by the Brookside Fund is based upon 28,665,000 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of November 9, 2012, based on representations made in the Company's Form 10-Q filed with the Securities and Exchange Commission on November 14, 2012.

Item 4 (c). Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

1,341,703 Shares

(ii) shared power to vote or to direct the vote:

0

(iii) sole power to dispose or to direct the disposition of:

1,341,703 Shares

(iv) shared power to dispose or to direct the disposition of:

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of this date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, 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, the undersigned certifies that, to the best of its 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.

Dated: July 26, 2013

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.

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: /s/ William E. Pappendick IV
Name: William E. Pappendick IV
Title: Managing Director

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: /s/ William E. Pappendick IV
Name: William E. Pappendick IV
Title: Managing Director

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G/A

The undersigned hereby agree as follows:

- (1) Each of them is individually eligible to use the Schedule 13G/A to which this Exhibit is attached, and such Schedule 13G/A is filed on behalf of each of them; and
- (2) Each of them is responsible for the timely filing of such Schedule 13G/A and any amendments thereto, and for the completeness and accuracy of such information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making this filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: July 26, 2013

BROOKSIDE CAPITAL PARTNERS FUND, L.P.

By: /s/ William E. Pappendick IV
Name: William E. Pappendick IV
Title: Managing Director

BROOKSIDE CAPITAL TRADING FUND, L.P.

By: /s/ William E. Pappendick IV
Name: William E. Pappendick IV
Title: Managing Director