

Edgar Filing: IMMTECH INTERNATIONAL INC - Form SC 13G/A

IMMTECH INTERNATIONAL INC
Form SC 13G/A
March 25, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Immtech International, Inc.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

452519 10 1

(CUSIP Number)

February 14, 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 ("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. 452519 10 1

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1. NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Johnson Matthey Public Limited Company

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

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(a) []
(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United Kingdom

Number of Shares
Beneficially Owned By
Each Reporting Person
With

| | | |
|----|--------------------------|---------|
| 5. | Sole Voting Power | 0 |
| 6. | Shared Voting Power | 401,350 |
| 7. | Sole Dispositive Power | 0 |
| 8. | Shared Dispositive Power | 401,350 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
401,350

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.28%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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1. NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Matthey Holdings Limited

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 Kingdom

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| | | |
|-----------------------|----|--------------------------|
| Number of Shares | 5. | Sole Voting Power |
| Beneficially Owned By | | 0 |
| Each Reporting Person | 6. | Shared Voting Power |
| With | | 401,350 |
| | 7. | Sole Dispositive Power |
| | | 0 |
| | 8. | Shared Dispositive Power |
| | | 401,350 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
401,350

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.28%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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1. NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Matthey Finance Ltd.

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 Kingdom

| | | |
|-----------------------|----|--------------------------|
| Number of Shares | 5. | Sole Voting Power |
| Beneficially Owned By | | 0 |
| Each Reporting Person | 6. | Shared Voting Power |
| With | | 401,350 |
| | 7. | Sole Dispositive Power |
| | | 0 |
| | 8. | Shared Dispositive Power |
| | | 401,350 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
401,350

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.28%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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1. NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Johnson Matthey Investments, Ltd.

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 Kingdom

| | | |
|-----------------------|----|--------------------------|
| Number of Shares | 5. | Sole Voting Power |
| Beneficially Owned By | | 0 |
| Each Reporting Person | 6. | Shared Voting Power |
| With | | 401,350 |
| | 7. | Sole Dispositive Power |
| | | 0 |
| | 8. | Shared Dispositive Power |
| | | 401,350 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
401,350

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.28%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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1. NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Johnson Matthey America Holdings Limited

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 Kingdom

| | | |
|-----------------------|----|--------------------------|
| Number of Shares | 5. | Sole Voting Power |
| Beneficially Owned By | | 0 |
| Each Reporting Person | 6. | Shared Voting Power |
| With | | 401,350 |
| | 7. | Sole Dispositive Power |
| | | 0 |
| | 8. | Shared Dispositive Power |
| | | 401,350 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
401,350

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.28%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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1. NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Johnson Matthey Holdings, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)

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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 401,350
7. Sole Dispositive Power 0
8. Shared Dispositive Power 401,350

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
401,350

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.28%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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1. NAME OF REPORTING PERSON.
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
Johnson Matthey Pharmaceutical Materials, Inc.

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 Shares Beneficially Owned By Each Reporting Person With
5. Sole Voting Power 0
6. Shared Voting Power 401,350
7. Sole Dispositive Power 0
8. Shared Dispositive Power

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401,350

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
401,350

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.28%

12. TYPE OF REPORTING PERSON (See Instructions)
CO

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This Amendment No. 1 amends the Schedule 13G dated April 20, 2001 (the "Original Schedule 13G") that was filed on behalf of: (i) Johnson Matthey Public Limited Company, a United Kingdom corporation; (ii) Matthey Holdings Limited, a United Kingdom corporation; (iii) Matthey Finance Ltd., a United Kingdom corporation; (iv) Johnson Matthey Investments, Ltd., a United Kingdom corporation; (v) Johnson Matthey America Holdings Limited, a United Kingdom corporation; (vi) Johnson Matthey Holdings, Inc., a Delaware corporation; (vii) Johnson Matthey Investments, Inc., a Delaware corporation; (viii) Johnson Matthey Pharmaceutical Materials, Inc., a Delaware corporation, and (ix) Pharm-Eco Laboratories, Inc., with respect to the common stock, par value \$0.01 per share, of Immtech International, Inc. This Amendment No. 1 is filed in accordance with 17 C.F.R. Sec. 240.13d-2(b) to report changes in the information reported in the Original Schedule 13G as of December 31, 2002. Except as disclosed herein there has been no change in the information reported in the Original Schedule 13G.

Item 2. Reporting Persons Information

| Item 2(a) ----- Name of Persons Filing | Item 2(b) ----- Address |
|----------------------------------------------|-------------------------------------------------------------|
| Johnson Matthey Public Limited Company | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |
| Matthey Holdings Limited | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |
| Matthey Finance Ltd. | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |

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| | |
|------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| Johnson Matthey Investments, Ltd. | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |
| Johnson Matthey America Holdings Limited | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |
| Johnson Matthey Holdings, Inc. | c/o Organization Service Inc. 103 Springer Building 3411 Silverside Road Wilmington, Delaware 19810 |
| Johnson Matthey Pharmaceutical Materials, Inc. | c/o Organization Service Inc. 103 Springer Building 3411 Silverside Road Wilmington, Delaware 19810 |

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| | |
|-----------|--------------------------------|
| Item 2(d) | Title of Class of Securities: |
| ----- | |
| | Common Stock, par value \$0.01 |
| Item 2(e) | CUSIP Number: |
| ----- | |
| | 452519 10 1 |

Item 4. Ownership

(a) Amount Beneficially Owned: As of December 31, 2002, Johnson Matthey Pharmaceuticals Materials, Inc. owns of record 401,350 shares of Common Stock of Immtech International, Inc. Johnson Matthey Public Limited Company is the ultimate parent entity of each of the corporations listed below. By virtue of their relationship as affiliated companies, each of these entities and Johnson Matthey Public Limited Company may be deemed to share voting power and the power to direct the disposition of the 401,350 shares (or 6.28% of the outstanding shares of Common Stock) which Johnson Matthey Pharmaceuticals Materials, Inc. owns of record.

Matthey Holdings Limited
 Matthey Finance Ltd.
 Johnson Matthey Investments, Ltd.
 Johnson Matthey America Holdings Limited
 Johnson Matthey Holdings, Inc.
 Johnson Matthey Pharmaceutical Materials, Inc.

(b) Percent of Class:

| | |
|-----------------------------------|-------|
| Matthey Holdings Limited | 6.28% |
| Matthey Finance Ltd. | 6.28% |
| Johnson Matthey Investments, Ltd. | 6.28% |

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| | |
|------------------------------------------------|-------|
| Johnson Matthey America Holdings Limited | 6.28% |
| Johnson Matthey Holdings, Inc. | 6.28% |
| Johnson Matthey Pharmaceutical Materials, Inc. | 6.28% |

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The percent of class is calculated based on the 6,395,647 shares of Common Stock reported to be outstanding as of December 31, 2002 in the Quarterly Report on Form 10-Q of Immtech International, Inc. for the quarter ended December 31, 2002.

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

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

| | |
|------------------------------------------------|--------|
| Johnson Matthey Public Limited Company | 0 shar |
| Matthey Holdings Limited | 0 shar |
| Matthey Finance Ltd. | 0 shar |
| Johnson Matthey Investments, Ltd. | 0 shar |
| Johnson Matthey America Holdings Limited | 0 shar |
| Johnson Matthey Holdings, Inc. | 0 shar |
| Johnson Matthey Pharmaceutical Materials, Inc. | 0 shar |

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

| | |
|------------------------------------------------|-----------|
| Johnson Matthey Public Limited Company | 401,350 s |
| Matthey Holdings Limited | 401,350 s |
| Matthey Finance Ltd. | 401,350 s |
| Johnson Matthey Investments, Ltd. | 401,350 s |
| Johnson Matthey America Holdings Limited | 401,350 s |
| Johnson Matthey Holdings, Inc. | 401,350 s |
| Johnson Matthey Pharmaceutical Materials, Inc. | 401,350 s |

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

| | |
|------------------------------------------------|--------|
| Johnson Matthey Public Limited Company | 0 shar |
| Matthey Holdings Limited | 0 shar |
| Matthey Finance Ltd. | 0 shar |
| Johnson Matthey Investments, Ltd. | 0 shar |
| Johnson Matthey America Holdings Limited | 0 shar |
| Johnson Matthey Holdings, Inc. | 0 shar |
| Johnson Matthey Pharmaceutical Materials, Inc. | 0 shar |

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

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| | |
|------------------------------------------------|-----------|
| Johnson Matthey Public Limited Company | 401,350 s |
| Matthey Holdings Limited | 401,350 s |
| Matthey Finance Ltd. | 401,350 s |
| Johnson Matthey Investments, Ltd. | 401,350 s |
| Johnson Matthey America Holdings Limited | 401,350 s |
| Johnson Matthey Holdings, Inc. | 401,350 s |
| Johnson Matthey Pharmaceutical Materials, Inc. | 401,350 s |

Item 8. Identification and Classification of Members of the Group

The reporting persons are filing this Schedule as a "group" pursuant to Rules 13d-1(k) (1) and 13d-1(c) of the Securities Exchange Act of 1934. As required, attached is an exhibit listing of the members of the group. The reporting persons are not, however, part of a "group" as defined in Rule 13d-1(b) (ii) (J).

Item 10. Certification

By signing below we each certify that, to the best of our 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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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Johnson Matthey Public Limited Company

By: /s/ D. W. MORGAN

Name: David Morgan

Title: Director

Matthey Holdings Limited

By: /s/ D. W. MORGAN

Name: David Morgan

Title: Director

Matthey Finance Ltd.

By: /s/ D. W. MORGAN

Name: David Morgan

Title: Director

Johnson Matthey Investments, Ltd.

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By: /s/ D. W. MORGAN

 Name: David Morgan
 Title: Director

Johnson Matthey America Holdings Limited

By: /s/ D. W. MORGAN

 Name: David Morgan
 Title: Director

Johnson Matthey Holdings, Inc.

By: /s/ EDWARD H. RAVERT, JR.

 Name: Edward H. Ravert, Jr.
 Title: Vice President

Johnson Matthey Pharmaceutical Materials, Inc.

By: /s/ ROBERT M. TALLEY

 Name: Robert M. Talley
 Title: Vice President, General Counsel & Secretary

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Exhibit A

Identity of Group Members Pursuant To Item 8

The members of the group are:

| Name | Address |
|------------------------------------------|-------------------------------------------------------------|
| Johnson Matthey Public Limited Company | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |
| Matthey Holdings Limited | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |
| Matthey Finance Ltd. | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |
| Johnson Matthey Investments, Ltd. | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |
| Johnson Matthey America Holdings Limited | 2-4 Cockspur Street Trafalgar Square, London SW1Y 5BQ |

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Johnson Matthey Holdings, Inc.

c/o Organization Service Inc.
103 Springer Building
3411 Silverside Road
Wilmington, Delaware 19810

Johnson Matthey Pharmaceutical Materials, Inc.

c/o Organization Service Inc.
103 Springer Building
3411 Silverside Road
Wilmington, Delaware 19810

CUSIP No. 452519 10 1

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Exhibit B

JOINT FILING AGREEMENT

Pursuant to Rule 13-d1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree to the joint filing on behalf of each of them of a Schedule 13G (including any and all amendments thereto) with respect to the Common Stock of Immtech International, Inc., and further agree that this Agreement shall be included as an Exhibit to such filings.

The undersigned further agree that each party hereto is responsible for timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, provided that neither party is responsible for the completeness or accuracy of the information concerning the other party, unless such party knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed this 14 day of February, 2003.

Johnson Matthey Public Limited Company

By: /s/ D. W. MORGAN

Name: David W. Morgan
Title: Director

Matthey Holdings Limited

By: /s/ D. W. MORGAN

Name: David W. Morgan
Title: Director

Matthey Finance Ltd.

By: /s/ D. W. MORGAN

Name: David W. Morgan

Title: Director

Johnson Matthey Investments, Ltd.

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By: /s/ D. W. MORGAN

Name: David W. Morgan
Title: Director

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Johnson Matthey America Holdings Limited

By: /s/ D. W. MORGAN

Name: David W. Morgan
Title: Director

Johnson Matthey Holdings, Inc.

By: /s/ EDWARD H. RAVERT, JR.

Name: Edward H. Ravert, Jr.
Title: Vice President

Johnson Matthey Pharmaceutical Materials, Inc.

By: /s/ ROBERT M. TALLEY

Name: Robert M. Talley
Title: Vice President, General Counsel & Secretary