

ATHEROGENICS INC
Form SC 13G
May 17, 2004

OMB APPROVAL

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**United States
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

ATHEROGENICS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

047439104

(CUSIP Number)

May 6, 2004

(Date of Event Which Requires Filing 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.

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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).

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CUSIP
No. 047439104

1. Names of Reporting Persons

BB Biotech AG

I.R.S. Identification Nos. of above persons (entities only):

N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☒ [X]

(b) ☐ []

3. SEC Use Only

4. Citizenship or Place of Organization

Switzerland

Number of Shares
Beneficially
Owned by Each Reporting
Person with:

5. Sole Voting Power

0

6. Shared Voting Power

1,905,000

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,905,000

9. Aggregate Amount Beneficially Owned
by Each Reporting Person

1,905,000

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

☐ []

11. Percent of Class Represented by amount in Row (9)

5.2%

12 Type of Reporting Person (See Instructions)

HC,CO

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CUSIP
No. 047439104

1. Names of Reporting Persons

Biotech Target N.V.

I.R.S. Identification Nos. of above persons (entities only):

N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☒ [X]

(b) ☐ []

3. SEC Use Only

4. Citizenship or Place of Organization

Netherlands Antilles

Number of Shares
Beneficially
Owned by Each Reporting
Person with:

5. Sole Voting Power

0

6. Shared Voting Power

1,905,000

7. Sole Dispositive Power

0

8. Shared Dispositive Power

1,905,000

9. Aggregate Amount Beneficially Owned
by Each Reporting Person

1,905,000

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

☐ []

11. Percent of Class Represented by amount in Row (9)

5.2%

12 Type of Reporting Person (See Instructions)

CO

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Item 1

1(a) Name of Issuer: **AtheroGenics, Inc.**

1(b) Address of Issuer's Principal Executive Offices:

**8995 Westside Parkway, Alpharetta, Georgia
30004**

Item 2

2(a) Name of Person Filing: **BB Biotech AG (BB Biotech), on behalf of Biotech Target N.V.
(BioTarget), its wholly-owned subsidiary and record owner of the securities.**

2(b) Address of Principal Business Office or, if none, Residence:
BB Biotech AG: Vordergasse 3, CH-8200 Schaffhausen, Switzerland

**Biotech Target N.V.: De Ruyterkade 62, Willemstad, Curacao
Netherlands Antilles**

2(c) Citizenship: **Switzerland**

2(d) Title of Class of Securities **Common Stock**

2(e) CUSIP Number **047439104**

Item 3

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- a. ☐ Broker or Dealer registered under Section 15 of the Act.
- b. ☐ Bank as defined in Section 3(a)(6) of the Act.
- c. ☐ Insurance company as defined in Section 3(a)(19) of the Act.
- d. ☐ Investment company registered under section 8 of the Investment Company Act of 1940.

- e. ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- f. ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- g. ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- h. ☐ A savings associations 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;
- j. ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)	Amount beneficially owned:	<u>1,905,000</u>
(b)	Percent of class:	<u>5.2%</u>

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

(i)	Sole power to vote or to direct the vote	<u>0</u>
(ii)	Shared power to vote or to direct the vote	<u>1,905,000</u>
(iii)	Sole power to dispose or to direct the disposition of	<u>0</u>
(iv)	Shared power to dispose or to direct the disposition of	<u>1,905,000</u>

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

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

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

This statement is filed jointly by BB Biotech and BioTarget. BioTarget is a wholly-owned subsidiary of BB Biotech.

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

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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SIGNATURES

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

BB Biotech AG

Date: **May 13, 2004**

By: **/s/ Roland Maier**

Signatory Authority

Name: **Roland Maier**

Title: **Signatory Authority**

Date: **May 13, 2004**

By: **/s/ Adrian Bruengger**

Signatory Authority

Name: **Adrian Bruengger**

Title: **Signatory Authority**

Biotech Target N.V.

Date: **May 13, 2004**

By: **/s/ Roland Maier**

Signatory Authority

Name: **Roland Maier**

Title: **Signatory Authority**

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Date: May 13, 2004

By: /s/ Adrian Bruengger

Signatory Authority

Name: Adrian Bruengger

Title: Signatory Authority

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Exhibit A

Joint Filing Statement

Pursuant to Rule 13d-1(f)(1), we, the undersigned, hereby express our agreement that the attached Schedule 13G (including all amendments thereto) is filed on behalf of each of the undersigned.

BB Biotech AG

Date: **May 13, 2004**

By: **/s/ Roland Maier**

Signatory Authority

Name: **Roland Maier**

Title: **Signatory Authority**

Date: **May 13, 2004**

By: **/s/ Adrian Bruengger**

Signatory Authority

Name: **Adrian Bruengger**

Title: **Signatory Authority**

Biotech Target N.V.

Date: **May 13, 2004**

By: **/s/ Roland Maier**

Signatory Authority

Name: **Roland Maier**

Title: **Signatory Authority**

Date: **May 13, 2004**

By: **/s/ Adrian Bruengger**

Signatory Authority

Name:

Adrian Bruengger

Title:

Signatory Authority

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