

Edgar Filing: IR BIOSCIENCES HOLDINGS INC - Form SC 13G

IR BIOSCIENCES HOLDINGS INC  
Form SC 13G  
August 27, 2008

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Under the Securities Exchange Act of 1934

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

IR BIOSCIENCES HOLDINGS, INC.

-----  
(Name of Issuer)

Common Stock, \$.001 par value per share

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

46264M303

-----  
(CUSIP Number)

August 25, 2008

-----  
(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)

Page 1 of 2 Pages

SCHEDULE 13G

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CUSIP No. 46264M303

Page 2 of 2 Pages

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BRENCOURT ADVISORS, LLC EIN # 13-4137530

- 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

6) SHARED VOTING POWER  
1,163,959

7) SOLE DISPOSITIVE POWER  
0

8) SHARED DISPOSITIVE POWER  
1,163,959

- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,163,959

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

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

9.98%

- 12) TYPE OF REPORTING PERSON

IA

CUSIP No. 46264M303

- 1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brencourt Multi-Strategy Master, Ltd. EIN # 03-0453123

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

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(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

|   |                             |         |
|---|-----------------------------|---------|
|   | 5) SOLE VOTING POWER        | 0       |
| NUMBER<br>OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 6) SHARED VOTING POWER      | 500,502 |
|   | 7) SOLE DISPOSITIVE POWER   | 0       |
|   | 8) SHARED DISPOSITIVE POWER | 500,502 |

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

500,502

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

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

4.29%

12) TYPE OF REPORTING PERSON

CO

CUSIP No. 46264M303

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MAN MAC Schreckhorn 14B Limited

EIN #

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

(b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Bermuda

|   |    |                          |
|---|----|--------------------------|
|   | 5) | SOLE VOTING POWER        |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    | 0                        |
|   | 6) | SHARED VOTING POWER      |
|   |    | 651,817                  |
|   | 7) | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 8) | SHARED DISPOSITIVE POWER |
|   |    | 651,817                  |

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

651,817

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

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

5.59%

12) TYPE OF REPORTING PERSON

CO

CUSIP No. 46264M303

1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Brencourt Enhanced Multi-Strategy Dedicated Fund L.P. EIN #

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

|  |    |                     |
|--|----|---------------------|
|  | 5) | SOLE VOTING POWER   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY |    | 0                   |
|  | 6) | SHARED VOTING POWER |
|  |    | 11,640              |

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|  |                             |
|--|-----------------------------|
| EACH   | -----                       |
| REPORTING  | 7) SOLE DISPOSITIVE POWER   |
| PERSON   |                             |
| WITH   | 0                           |
|  | -----                       |
|  | 8) SHARED DISPOSITIVE POWER |
|  | 11,640                      |
|  | -----                       |
| 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON          |                             |
| 11,640   |                             |
|  | -----                       |
| 10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |                             |
|  | <input type="checkbox"/>    |
|  | -----                       |
| 11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                    |                             |
| 0.10%  |                             |
|  | -----                       |
| 12) TYPE OF REPORTING PERSON   |                             |
| PN   |                             |
|  | -----                       |

Schedule 13G

Item 1(a).

Name of Issuer: IR Biosciences Holdings, INC.

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

8767 E. Via De Ventura, Suite 190  
Scottsdale, AZ 85258

Item 2(a). Name of Persons Filing:

Brencourt Advisors, LLC  
Brencourt Multi-Strategy Master, Ltd.  
MAN MAC Schreckhorn 14B Limited  
Brencourt Enhanced Multi-Strategy Dedicated Fund L.P.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The principal office of Brencourt Advisors, LLC is:

600 Lexington Avenue  
8th Floor  
New York, NY 10022

Item 2(c). Citizenship:

Brencourt Advisors, LLC - Delaware  
Brencourt Multi-Strategy Master, Ltd. - Bermuda  
MAN MAC Schreckhorn 14B Limited - Bermuda  
Brencourt Enhanced Multi-Strategy Dedicated Fund L.P. - Cayman Islands

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

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Common Stock, \$0.001 par value per share

Item 2(e). CUSIP Number:

46264M303

Item 3. If this statement is filed pursuant to ss.ss. 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (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. 78c)
- (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)  Investment Adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)
- (f)  Employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company or control person in accordance with ss.240.13d-1(b)(ii)(G)
- (h)  Savings Association as defined in ss.3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i)  Church plan that is excluded from the definition of an investment company under ss.3(c)(15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j)  Group, in accordance with ss.240.13d-1(b)(ii)(J)

Item 4. Ownership.

- (a) Amount beneficially owned: 1,163,959
- (b) Percent of class: 9.98%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
0
  - (ii) Shared power to vote or to direct the vote:  
1,163,959
  - (iii) Sole power to dispose or to direct the disposition of:  
0
  - (iv) Shared power to dispose or to direct the disposition of:

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1,163,959

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(1) Percentages are based on 11,622,916 shares of Common Stock outstanding as of August 7, 2008 (as set forth on the Issuer's Form 10-Q, filed on August 14, 2008 with the Securities and Exchange Commission).

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

Not applicable.

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

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of IR Biosciences Holdings, Inc. The Investment Manager is the investment advisor to MAN MAC Schreckhorn 14B Limited. Accordingly, MAN MAC Schreckhorn 14B Limited has the right to receive and the power to direct receipt of dividends from, or the proceeds from the sale of, the shares reported in the corresponding Item 9 above, which represent greater than 5% of the shares outstanding.

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 I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 such purpose or effect.

SIGNATURE  
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After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

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Dated as of August 27, 2008

Brencourt Advisors, LLC  
By: Adam Hopkins  
Chief Compliance Officer

By: /s/ Adam Hopkins  
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