

Edgar Filing: AVANT IMMUNOTHERAPEUTICS INC - Form SC 13G

AVANT IMMUNOTHERAPEUTICS INC  
Form SC 13G  
July 10, 2003

UNITED STATES  
SECURITIES  
& EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13G

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

AVANT Immunotherapeutics, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

053491106

(CUSIP Number)

July 1, 2003  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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\*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 purposes 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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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  
  
Millennium Partners, L.P.

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

(a)

(b)

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Cayman Islands

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NUMBER OF	(5)	SOLE VOTING POWER
SHARES		4,888,888
BENEFICIALLY	(6)	SHARED VOTING POWER
OWNED BY		0
EACH	(7)	SOLE DISPOSITIVE POWER
REPORTING		4,888,888
PERSON WITH	(8)	SHARED DISPOSITIVE POWER
		0

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
4,888,888

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

[ ]

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(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
7.48%

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(12) TYPE OF REPORTING PERSON \*\*  
PN

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1.

(a) Name of Issuer

AVANT Immunotherapeutics, Inc., a Delaware corporation (the "Company").

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

119 Fourth Avenue  
Needham, Massachusetts 02494-2725

Item 2(a). Name of Person Filing:

Millennium Partners, L.P.

Item 2(b). Address of Principal Business Office:

c/o Millennium Management, L.L.C.  
666 Fifth Avenue  
New York, New York 10103

Item 2(c). Citizenship:

Cayman Islands

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share ("Common Stock")

Item 2(e) CUSIP Number:

053491106

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:

- (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)  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 association as defined in Section 3(b) of the Federal

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Deposit Insurance Act (12 U.S.C. 1813);

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(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 Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

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:

As of the date of this filing, the Reporting Person may be deemed the beneficial owner of (i) 4,444,444 shares of Common Stock held outright by Riverview Group, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Reporting Person ("Riverview") and (ii) 444,444 shares of Common Stock currently issuable to Riverview upon the exercise of certain warrants.

(b) Percent of class:

Approximately 7.48% as of the date of this filing. (Based on the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2003, there were 60,468,690 shares of Common Stock issued and outstanding as of May 8, 2003. In addition, on July 1, 2003, the Company issued Riverview the 4,444,444 shares of Common Stock and the warrants to purchase 444,444 shares of Common Stock referred to in the first paragraph of Item 4(a) above.)

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

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

4,888,888 shares of Common Stock.

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

4,888,888 shares of Common Stock.

(iv) Shared power to dispose or to direct the disposition of

0

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

Not applicable.

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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.

The 4,444,444 shares of Common Stock and the warrants to purchase 444,444 shares of Common Stock referred to in the first paragraph of Item 4(a) above are held by Riverview.

Item 8. Identification and Classification of Members of the Group This statement is filed by:

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.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: July 9, 2003

MILLENNIUM PARTNERS, L.P.

By: /s/ Robert Williams

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Name: Robert Williams

Title: Chief Financial Officer