

Edgar Filing: SCIOS INC - Form SC 13D/A

SCIOS INC
Form SC 13D/A
February 07, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)

SCIOS INC.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

808905103

(CUSIP Number)

Third Security, LLC
The Governor Tyler
1902 Downey Street
Radford, Virginia 24141
Attention: Marcus E. Smith, Esq.
(540) 633-7971

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

Copy to:

John Owen Gwathmey, Esq.
Hunton & Williams
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219

February 2, 2001

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement
on Schedule 13G to report the acquisition that is the
subject of this Schedule 13D, and is filing this schedule
because of Rule 13d-1(e), 13d-1(f) or 13d-1(g),
check the following box [].

1 of 9

CUSIP NO. 808905103

13D

Page 2 of 9 Pages

Edgar Filing: SCIOS INC - Form SC 13D/A

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Randal J. Kirk

2	CHECK THE APPROPRIATE IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
	7 SOLE VOTING POWER 0	
NUMBER OF SHARES BENEFICIALLY	8 SHARED VOTING POWER 1,000,000	
OWNED BY EACH REPORTING	9 SOLE DISPOSITIVE POWER 0	
PERSON WITH	10 SHARED DISPOSITIVE POWER 1,000,000	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,000,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.6%	
14	TYPE OF REPORTING PERSON IN	

CUSIP NO. 808905103

13D

Page 3 of 9 Pages

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) RJK, L.L.C. I.R.S. Identification No.: 54-1816015	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO - Funds of members of limited liability company	

Edgar Filing: SCIOS INC - Form SC 13D/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

NUMBER OF	7	SOLE VOTING POWER
	0	
SHARES	8	SHARED VOTING POWER
BENEFICIALLY	481,377	
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH REPORTING	0	
PERSON WITH	10	SHARED DISPOSITIVE POWER
	481,377	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
481,377

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.2%

14 TYPE OF REPORTING PERSON
OO - Limited liability company

CUSIP NO. 808905103

13D

Page 4 of 9 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Kirkfield, L.L.C. I.R.S. Identification No.: 54-1725089

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO - Funds of members of limited liability company

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Virginia

NUMBER OF	7	SOLE VOTING POWER
	0	

Edgar Filing: SCIOS INC - Form SC 13D/A

SHARES BENEFICIALLY	8	SHARED VOTING POWER 276,907
OWNED BY EACH REPORTING	9	SOLE DISPOSITIVE POWER 0
PERSON WITH	10	SHARED DISPOSITIVE POWER 276,907
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 276,907	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7%	
14	TYPE OF REPORTING PERSON OO - Limited liability company	

CUSIP NO. 808905103

13D

Page 5 of 9 Pages

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) R.J. Kirk Trust under Declaration of Trust dated March 29, 2000 I.R.S. Identification No.: 45-0023499	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS Not applicable	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Virginia	
NUMBER OF	7	SOLE VOTING POWER 0
SHARES BENEFICIALLY	8	SHARED VOTING POWER 241,716
OWNED BY EACH REPORTING	9	SOLE DISPOSITIVE POWER 0
PERSON WITH	10	SHARED DISPOSITIVE POWER 241,716
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	

Edgar Filing: SCIOS INC - Form SC 13D/A

241,716

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.6%	
14	TYPE OF REPORTING PERSON OO - Revocable trust	

This Amendment No. 8 (this "Amendment") amends and supplements the Statement on Schedule 13D, dated July 20, 1999 and filed on July 29, 1999, as amended by Amendment No. 1, dated December 2, 1999 and filed on December 3, 1999, Amendment No. 2, dated December 9, 1999 and filed on December 14, 1999, Amendment No. 3, dated January 13, 2000 and filed on January 14, 2000, Amendment No. 4, dated and filed on January 18, 2000, Amendment No. 5, dated January 20, 2000 and filed on January 24, 2000, Amendment No. 6, dated January 31, 2000 and filed on February 1, 2000, and Amendment No. 7, dated August 22, 2000 and filed on August 29, 2000 (the "Original Schedule 13D"), relating to the Common Stock, par value \$.001 per share (the "Shares"), of Scios Inc., a Delaware corporation (the "Issuer"). Randal J. Kirk, a citizen of the United States ("Mr. Kirk"), and each of the following entities that Mr. Kirk directly controls: RJK, L.L.C., a Virginia limited liability company ("RJK"), Kirkfield, L.L.C., a Virginia limited liability company ("Kirkfield"), and R.J. Kirk Trust under Declaration of Trust dated March 29, 2000, a revocable trust of which Mr. Kirk is the sole trustee ("Kirk Trust" and, collectively with Mr. Kirk, RJK and Kirkfield, the "Reporting Persons"), are filing this Amendment to update the information with respect to the beneficial ownership of the Shares by the Reporting Persons.

Item 2. Identity and Background.

The first paragraph of Item 2 of the Original Schedule 13D is hereby amended to read in its entirety as follows:

"This statement is being filed on behalf of Randal J. Kirk, a citizen of the United States ("Mr. Kirk"), and each of the following entities that Mr. Kirk directly controls: RJK, L.L.C., a Virginia limited liability company ("RJK"), Kirkfield, L.L.C., a Virginia limited liability company ("Kirkfield"), and R.J. Kirk Trust under Declaration of Trust dated March 29, 2000, a revocable trust of which Mr. Kirk is the trustee ("Kirk Trust" and, collectively with Mr. Kirk, RJK and Kirkfield, the "Reporting Persons")."

Item 5. Interest in Securities of the Issuer.

Item 5(a) of the Original Schedule 13D is hereby amended to read in its entirety as follows:

"The aggregate number and percentage of shares of Common Stock to which this statement relates is 1,000,000 shares, representing 2.6% of the 39,124,257 shares outstanding as reported by the Issuer on January 19, 2001 in the Issuer's Registration Statement on Form S-3 (the most recent available filing by the Issuer with the Securities and Exchange Commission). RJK directly beneficially owns 481,377 of the shares to which this statement relates, Kirkfield directly beneficially owns 276,907 of the shares to which this statement relates and Kirk

Edgar Filing: SCIOS INC - Form SC 13D/A

Trust directly beneficially owns 241,716 of the shares to which this statement relates. Mr. Kirk could be deemed to have indirect beneficial ownership of the shares directly beneficially owned by each of RJK, Kirkfield and Kirk Trust."

Page 6 of 9 Pages

Item 5(c) of the Original Schedule 13D is hereby amended and supplemented as follows:

"The following table lists all transactions in shares of Common Stock by the Reporting Persons that were effected during the period from August 29, 2000, the date on which Amendment No. 7 to this statement was originally filed with the Securities and Exchange Commission, through February 6, 2001. Unless otherwise indicated, all such transactions were effected on the Nasdaq National Market.

Reporting Person	Date	Shares Purchased (Sold)	Average Price Per Share*
Mr. Kirk (Kirk Trust)**	2/2/01	(890,000)	\$18.44
Mr. Kirk (Kirk Trust)**	2/2/01	(100,000)	\$20.94
Mr. Kirk (Kirk Trust)**	2/2/01	(10,000)	\$20.31

* Price excludes commission.

** Kirk Trust transferred the 1,000,000 shares reported as being sold in this table to Randal J. Kirk (2000) Limited Partnership, a limited partnership directly controlled by Mr. Kirk, on November 9, 2000. The actual entity that sold the shares was Randal J. Kirk (2000) Limited Partnership.

Item 5(e) of the Original Schedule 13D is hereby amended and supplemented as follows:

"Mr. Kirk, RJK, Kirkfield and Kirk Trust, collectively as a group and each of them individually, ceased to be the beneficial owner of more than 5% of the outstanding shares of Common Stock on February 2, 2001."

Item 7 Material to be Filed as Exhibits.

The following document is being filed as an exhibit to this Amendment and is incorporated herein by reference:

Exhibit 7.1. Joint Filing Agreement.*

* Incorporated by reference to Amendment No. 7 to the Statement on Schedule 13D dated August 22, 2000 and filed with the Securities and Exchange Commission on August 29, 2000.

Page 7 of 9 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each

Edgar Filing: SCIOS INC - Form SC 13D/A

of the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2001 /s/ Randal J. Kirk

Randal J. Kirk

Date: February 7, 2001 RJK, L.L.C.

By: /s/ Randal J. Kirk

Randal J. Kirk
Manager

Date: February 7, 2001 KIRKFIELD, L.L.C.

By: /s/ Randal J. Kirk

Randal J. Kirk
Manager

Date: February 7, 2001 R.J. KIRK TRUST UNDER DECLARATION OF TRUST DATED
MARCH 29, 2000

By: /s/ Randal J. Kirk

Randal J. Kirk
Trustee

Page 8 of 9 Pages

EXHIBIT INDEX

Exhibit Number Exhibit
----- -----

Exhibit 7.1. Joint Filing Agreement.*

* Incorporated by reference to Amendment No. 7 to the Statement on Schedule 13D dated August 22, 2000 and filed with the Securities and Exchange Commission on August 29, 2000.

Page 9 of 9 Pages