

Edgar Filing: SKINVISIBLE INC - Form SC 13G

SKINVISIBLE INC  
Form SC 13G  
March 09, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )\*

SKINVISIBLE, INC.

-----  
(NAME OF ISSUER)

COMMON STOCK, \$0.001 PAR VALUE

-----  
(TITLE OF CLASS OF SECURITIES)

830703 10 4

-----  
(CUSIP NUMBER)

FEBRUARY 27, 2006

-----  
(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)  
[ X ] 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).

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

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

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---

3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
NEW YORK

---

Number of 5. SOLE VOTING POWER  
Shares 0

---

Beneficially 6. SHARED VOTING POWER  
Owned By 5,817,525\*

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Each 7. SOLE DISPOSITIVE POWER  
Reporting 0

---

Person 8. SHARED DISPOSITIVE POWER  
With 5,817,525\*

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,817,525\*

---

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)  
9.1%

---

12. TYPE OF REPORTING PERSON (See Instructions)  
CO

---

\* Consists of an option to purchase 5,817,525 shares of Skinvisible, Inc. Common Stock, exercisable at any time until December 31, 2006.

---

1. NAME OF REPORTING PERSON.  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)  
EMD CHEMICALS US HOLDINGS 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 5. SOLE VOTING POWER  
Shares 0

---

Beneficially 6. SHARED VOTING POWER  
5,817,525\*

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Owned By

---

Each 7. SOLE DISPOSITIVE POWER  
0

Reporting

---

Person 8. SHARED DISPOSITIVE POWER  
5,817,525\*

With

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,817,525\*

---

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)  
9.1%

---

12. TYPE OF REPORTING PERSON (See Instructions)  
HC

---

\* Consists of an option to purchase 5,817,525 shares of Skinvisible, Inc. Common Stock, exercisable at any time until December 31, 2006.

---

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

---

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  
THE FEDERAL REPUBLIC OF GERMANY

---

Number of 5. SOLE VOTING POWER  
0

Shares

---

Beneficially 6. SHARED VOTING POWER  
5,817,525\*

Owned By

---

Each 7. SOLE DISPOSITIVE POWER  
0

Reporting

---

Person 8. SHARED DISPOSITIVE POWER  
5,817,525\*

With

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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5,817,525\*

---

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)  
9.1%

---

12. TYPE OF REPORTING PERSON (See Instructions)  
OO (SEE ITEM 2)

---

\* Consists of an option to purchase 5,817,525 shares of Skinvisible, Inc. Common Stock, exercisable at any time until December 31, 2006.

---

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

---

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  
THE FEDERAL REPUBLIC OF GERMANY

---

Number of	5.	SOLE VOTING POWER
Shares		0
Beneficially	6.	SHARED VOTING POWER
Owned By		5,817,525*
Each	7.	SOLE DISPOSITIVE POWER
Reporting		0
Person	8.	SHARED DISPOSITIVE POWER
With		5,817,525*

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,817,525\*

---

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)  
9.1%

---

12. TYPE OF REPORTING PERSON (See Instructions)  
OO (SEE ITEM 2)

---

\* Consists of an option to purchase 5,817,525 shares of Skinvisible, Inc. Common Stock, exercisable at any time until December 31, 2006.

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ITEM 1. ISSUER INFORMATION

(a) Name of Issuer:

Skinvisible, Inc.

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

Skinvisible, Inc.  
6320 S. Sandhill Rd., Suite 10  
Las Vegas, Nevada 89120

ITEM 2. REPORTING PERSONS INFORMATION

	Item 2(a) ----- Name of Persons Filing	Item 2(b) ----- Address	
	EMD Chemicals Inc.	480 S. Democrat Road Gibbstown, New Jersey 08027	Incorp
	EMD Chemicals US Holdings Inc.	103 Foulk Road, Suite 205-11 Wilmington, DE 19803	Incorp
	Chemitra GmbH	Frankfurter Str. 250 64293 Darmstadt, Germany	A comp the la Republ
	Merck KGaA	Frankfurter Str. 250 64293 Darmstadt, Germany	A comp the la Republ

Item 2(d) Title of Class of Securities:  
Common Stock, par value \$0.001

Item 2(e) CUSIP Number:

830703 10 4

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

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

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Investment Company Act of 1940.

- [ ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- [ ] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- [ ] 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;
- [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

None of the above.

### ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned: As of February 27, 2006, EMD Chemicals granted an option to purchase 5,817,525 Stock of Skinvisible, Inc., exercisable December 31, 2006. EMD Chemicals US wholly-owned subsidiary of Chemitra GmbH company of EMD. Merck KGaA is the ultimate owner of each of Chemitra GmbH, EMD Chemicals and EMD. By virtue of their relationship with these companies, each of these entities may be deemed to have voting power and the power to direct the 5,817,525 shares of Common Stock which are beneficially owned.

(b) Percent of Class:

EMD Chemicals Inc.	9.1 %
EMD Chemicals US Holdings Inc.	9.1 %
Chemitra GmbH	9.1 %
Merck KGaA	9.1 %

\*\* See Item 4(a) above for description of beneficial ownership.

The foregoing percentages are calculated based on 63,992,773 shares of Common Stock deemed to be outstanding, which assumes the exercise of the option to purchase 5,817,525 shares of Common Stock in addition to 58,175,248 shares of Common Stock reported to be outstanding as of October 27, 2005 in the Quarterly Report on Form 10-QSB of Skinvisible, Inc. for the quarter ended September 30, 2005.

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

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

EMD Chemicals Inc.	0 shares*
EMD Chemicals US Holdings Inc.	0 shares*

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Chemitra GmbH	0 shares*
Merck KGaA	0 shares*

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

EMD Chemicals Inc.	5,817,525 shares*
EMD Chemicals US Holdings Inc.	5,817,525 shares*
Chemitra GmbH	5,817,525 shares*
Merck KGaA	5,817,525 shares*

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

EMD Chemicals Inc.	0 shares*
EMD Chemicals US Holdings Inc.	0 shares*
Chemitra GmbH	0 shares*
Merck KGaA	0 shares*

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

EMD Chemicals Inc.	5,817,525 shares*
EMD Chemicals US Holdings Inc.	5,817,525 shares*
Chemitra GmbH	5,817,525 shares*
Merck KGaA	5,817,525 shares*

\*\* See Item 4(a) above for description of beneficial ownership.

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

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

See Item 4(a) above.

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 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

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

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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.

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.

EMD CHEMICALS INC.

By: /s/ Douglas Brown  
-----  
Name: Douglas Brown  
-----  
Title: President and Chief Executive Officer  
-----

EMD CHEMICALS US HOLDINGS INC.

By: /s/ Jens Rohne  
-----  
Name: Jens Rohne  
-----  
Title: President  
-----

CHEMITRA GMBH

By: /s/ Ulrich Fogel  
-----  
Name: Ulrich Fogel  
-----  
Title: Director  
-----

MERCK KGAA

By: /s/ Dr. G. Falcke /s/ Thomas Zens  
-----  
Name: Dr. G. Falcke Thomas Zens  
-----  
Title: Vice President Senior Manager  
-----

EXHIBIT A

IDENTITY OF GROUP MEMBERS PURSUANT TO ITEM 8



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The members of the group are:

Name	Address
EMD Chemicals Inc.	480 S. Democrat Road Gibbstown, New Jersey 08027
EMD Chemicals US Holdings Inc.	103 Foulk Road, Suite 205-11 Wilmington DE, 19803
Chemitra GmbH	Frankfurter Str. 250 64293 Darmstadt, Germany
Merck KGaA	Frankfurter Str. 250 64293 Darmstadt, Germany

EXHIBIT B

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(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 Skinvisible, 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 9th day of March, 2006.

EMD CHEMICALS INC.

By: /s/ Douglas Brown  
-----  
Name: Douglas Brown  
-----  
Title: President and Chief Executive Officer  
-----

EMD CHEMICALS US HOLDINGS INC.

By: /s/ Jens Rohne  
-----  
Name: Jens Rohne

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Title: President

CHEMITRA GMBH

By: /s/ Ulrich Fogel

Name: Ulrich Fogel

Title: Director

MERCK KGAA

By: /s/ Dr. G. Falcke /s/ Thomas Zens

Name: Dr. G. Falcke Thomas Zens

Title: Vice President Senior Manager