

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 [ ] .

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1

NAME OF REPORTING PERSONS

1

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

CUSIP NO. 808905103

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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	
<hr/>		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ (b) [
<hr/>		
3	SEC USE ONLY	
<hr/>		
4	SOURCE OF FUNDS OO - Funds of members of limited liability company	

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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

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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

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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

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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 (a) [ ] IF A MEMBER OF A GROUP (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

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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

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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."

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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.

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SIGNATURE

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

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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

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EXHIBIT INDEX  
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Exhibit Number    Exhibit  
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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.

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