

Edgar Filing: INSMED INC - Form SC 13G/A

INSMED INC  
Form SC 13G/A  
February 14, 2006

SCHEDULE 13G  
CUSIP NO. 457669208

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 1)\*

Insmed Incorporated  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

457669208  
(CUSIP Number)

December 31, 2005  
(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)

\*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 disclosures provided in a prior cover page.

The information required on 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)

Alexandra Global Master Fund Ltd.  
(No I.R.S. ID Number)

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

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(B)  (See Item 6)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

3,185,329 shares of Common Stock (See Item 4)

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

3,185,329 shares of Common Stock (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,185,329 shares of Common Stock (See Item 4)

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)

4.1% (See Item 4)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Alexandra Investment Management, LLC  
13-4092583

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A)   
(B)  (See Item 6)

3 SEC USE ONLY

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-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 5 SOLE VOTING POWER

-0-

6 SHARED VOTING POWER

3,185,329 shares of Common Stock (See Item 4)

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

3,185,329 shares of Common Stock (See Item 4)  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,185,329 shares of Common Stock (See Item 4)  
-----

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)

4.1%(See Item 4)  
-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO  
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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Mikhail A. Filimonov  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [ ]  
(B) [ ] (See Item 6)

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.  
-----

NUMBER OF 5 SOLE VOTING POWER

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SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

-0-

-----

6 SHARED VOTING POWER  
3,185,329 shares of Common Stock (See Item 4)

-----

7 SOLE DISPOSITIVE POWER

-0-

-----

8 SHARED DISPOSITIVE POWER  
3,185,329 shares of Common Stock (See Item 4)

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,185,329 shares of Common Stock (See Item 4)

-----

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)  
4.1% (See Item 4)

-----

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  
Dimitri Sogoloff

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) [ ]  
(B) [ ] (See Item 6)

-----

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

5 SOLE VOTING POWER

-0-

-----

6 SHARED VOTING POWER  
4,858,953 shares of Common Stock (See Item 4)

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WITH:

-----  
7 SOLE DISPOSITIVE POWER

-0-

-----  
8 SHARED DISPOSITIVE POWER

4,858,953 shares of Common Stock (See Item 4)

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,858,953 shares of Common Stock (See Item 4)

-----  
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)

9.9% (See Item 4)

-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Item 1(a). Name of Issuer:

Insmmed Incorporated (the "Issuer")

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

4851 Lake Brook Drive  
Glen Allen, Virginia 23060

Item 2(a). Names of Persons Filing:

Alexandra Global Master Fund Ltd. ("Alexandra")  
Alexandra Investment Management, LLC ("Management")  
Mikhail A. Filimonov ("Filimonov")  
Dimitri Sogoloff ("Sogoloff")

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

Alexandra - Citco Building, Wickams Cay, P.O. Box 662,  
Road Town, Tortola, British Virgin Islands  
Management - 767 Third Avenue, 39th Floor, New York,  
New York 10017  
Filimonov - 767 Third Avenue, 39th Floor, New York,  
New York 10017  
Sogoloff - 767 Third Avenue, 39th Floor, New York,  
New York 10017

Item 2(c). Place of Organization or Citizenship:

Alexandra - British Virgin Islands

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Management - Delaware  
Filimonov - U.S.  
Sogoloff - U.S.

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

Common Stock, \$.01 par value per share, of the Issuer (the  
"Common Stock")

Item 2(e). CUSIP Number: 457669208

Item 3. This Schedule is filed pursuant to Rule 13d-1(c) by Alexandra,  
Management, Filimonov and Sogoloff

Item 4. Ownership:

(a) Amount Beneficially Owned:

Alexandra: 3,185,329 shares\*  
Management: 3,185,329 shares\*  
Filimonov: 3,185,329 shares\*  
Sogoloff: 3,185,329 shares\*

(b) Percent of Class:

Alexandra: 4.1%\*  
Management: 4.1%\*  
Filimonov: 4.1%\*

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Sogoloff: 4.1%\*

(Based on 76,756,342 shares of Common Stock outstanding, as of  
January 31, 2006, as stated by the Issuer in the issuer's  
Registration Statement on Form S-3 filed on February 3, 2006)

(c) Number of Shares as to which the Person has:

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

-0-

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

3,185,329 shares of Common Stock\*

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

-0-

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

3,185,329 shares of Common Stock\*

\*Management serves as investment advisor to Alexandra. By reason of such  
relationship, Management may be deemed to share voting and dispositive power  
over the shares of Common Stock owned by Alexandra. Management disclaims

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beneficial ownership of the shares of Common Stock listed as beneficially owned by Alexandra or any other person reporting on this Schedule.

Filimonov serves as the Chairman, the Chief Executive Officer, a Managing Member and the Chief Investment Officer of Management. Sogoloff serves as the President, a Managing Member and the Chief Risk Officer of Management. By reason of such relationships, each of Filimonov and Sogoloff may be deemed to share voting and dispositive power over the shares of Common Stock listed as beneficially owned by Management. Filimonov and Sogoloff each disclaims beneficial ownership of the shares of Common Stock listed as beneficially owned by Management or any other person reporting on this Schedule.

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

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

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

Not applicable

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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 each signatory 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.

Exhibits:

Exhibit I: Joint Filing Agreement, dated as of March 24, 2005, by and among Alexandra, Management, Filimonov and Sogoloff (incorporated herein by reference to the exhibit with the same number filed with Schedule 13G by the persons reporting on this Amendment No. 1).

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SIGNATURE

By signing below each signatory 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.

Dated as of February 14, 2006

ALEXANDRA GLOBAL MASTER FUND LTD.

By: ALEXANDRA INVESTMENT MANAGEMENT, LLC,  
its Investment Advisor

By: /s/ Mikhail A. Filimonov  
-----

Mikhail A. Filimonov  
Title: Managing Member

ALEXANDRA INVESTMENT MANAGEMENT, LLC

By: /s/ Mikhail A. Filimonov  
-----

Mikhail A. Filimonov  
Title: Managing Member

/s/ Mikhail A. Filimonov  
-----

Mikhail A. Filimonov

/s/ Dimitri Sogoloff  
-----

Dimitri Sogoloff