

Edgar Filing: CLEVELAND BIOLABS INC - Form SC 13G

CLEVELAND BIOLABS INC
Form SC 13G
February 14, 2007

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Cleveland BioLabs, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

185860-10-3

(CUSIP Number)

December 31, 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)
 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).

CUSIP NO. 185860-10-3

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
The Cleveland Clinic Foundation

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Ohio

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| | | |
|--|---|-------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 5 | SOLE VOTING POWER 1,341,000 |
| | 6 | SHARED VOTING POWER |
| | 7 | SOLE DISPOSITIVE POWER 1,341,000 |
| | 8 | SHARED DISPOSITIVE POWER |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,341,000 | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 11.3% | |
| 12 | TYPE OF REPORTING PERSON CO | |

Item 1(a). Name of Issuer:
Cleveland BioLabs, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
11000 Cedar Ave.
Suite 290
Cleveland, Ohio 44106

Item 2(a). Name of Person Filing:
The Cleveland Clinic Foundation

Item 2(b). Address of Principal Business Office or, if None, Residence:
9500 Euclid Ave.
Cleveland, Ohio 44195

Item 2(c). Citizenship:
Ohio

Item 2(d). Title of Class of Securities:
Common Stock, \$0.005 par value per share

Item 2(e). CUSIP Number:
185860-10-3

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not applicable

Item 4. Ownership

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(a) Amount beneficially owned:

1,341,000 shares

The power to dispose of and vote these shares is controlled by corporate governance procedures pursuant to the Code of Regulations adopted by The Cleveland Clinic Foundation. Pursuant to these Regulations, the power to dispose of these shares is vested with the Board of Trustees and the power to vote these shares is vested in the (i) Chairman of the Board of Trustees, currently A. Malachi Mixon, II, (ii) President of the Board of Trustees, currently Delos M. Cosgrove, M.D., (iii) Vice President of the Board of Trustees, currently Stephen R. Hardis, and (iv) Vice Chairman of the Board of Trustees, which office is currently vacant. Any vote so exercised by these officers is deemed to have been exercised by and on behalf of The Cleveland Clinic Foundation.

(b) Percent of class:

11.3%

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

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

1,341,000 shares

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

0 shares

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

1,341,000 shares

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

0 shares

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 the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

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Not applicable

Item 10. Certification

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2007

THE CLEVELAND CLINIC FOUNDATION

/s/ Steven C. Glass

Name: Steven C, Glass

Title: CFO