

VERMILLION, INC.
Form SC 13D/A
April 23, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 8)

Under the Securities Exchange Act of 1934

Vermillion, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

92407M206

(CUSIP Number)

Larry N. Feinberg
c/o Oracle Investment Management, Inc.
200 Greenwich Avenue
Greenwich, CT 06830

Copy to:

Steve E. Cohen, Esq.

Kane Kessler, P.C.

666 Third Avenue, 23rd Floor

New York, New York 10017

(212) 519-5115

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

April 17, 2018

(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 which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box "

NAME OF REPORTING PERSON

1

Larry N. Feinberg
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware
NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH 10,288,587* (See Item 5)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 (See Item 5)
10 SHARED DISPOSITIVE POWER

10,288,587* (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
11 REPORTING PERSON

10,288,587* (See Item 5)
CHECK BOX IF THE AGGREGATE
12 AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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

14.59%**
TYPE OF REPORTING PERSON
14

IN

* Includes 463,298 shares of common stock which may be acquired upon exercise of certain warrants .

** Calculated based on a total of 70,502,636 shares of common stock outstanding, which is comprised of (i) 70,039,338 shares of common stock outstanding as of April 17, 2018, plus (ii) 463,298 shares of common stock issuable upon the exercise of the Warrants.

NAME OF REPORTING PERSON

1

Oracle Associates, LLC
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS*

4

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

5

..

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH

REPORTING 9 10,288,587 (See Item 5)
SOLE DISPOSITIVE POWER

PERSON

WITH 0 (See Item 5)
10 SHARED DISPOSITIVE POWER

10,288,587 (See Item 5)
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,288,587 (See Item 5)
12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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

14.59%**
14 TYPE OF REPORTING PERSON

PN

* Includes 463,298 shares of common stock which may be acquired upon exercise of certain warrants .

** Calculated based on a total of 70,502,636 shares of common stock outstanding, which is comprised of (i) 70,039,338 shares of common stock outstanding as of April 17, 2018, plus (ii) 463,298 shares of common stock issuable upon the exercise of the Warrants.

NAME OF REPORTING PERSON

1

Oracle Partners, L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) ..
SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

DELAWARE
NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH 6,137,052* (See Item 5)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 (See Item 5)
10 SHARED DISPOSITIVE POWER

6,137,052* (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
11 REPORTING PERSON

6,137,052* (See Item 5)
CHECK BOX IF THE AGGREGATE
12 AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

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

8.7%**
TYPE OF REPORTING PERSON
14

PN

* Includes 463,298 shares of common stock which may be acquired upon exercise of certain warrants .

** Calculated based on a total of 70,502,636 shares of common stock outstanding, which is comprised of (i) 70,039,338 shares of common stock outstanding as of April 17, 2018, plus (ii) 463,298 shares of common stock issuable upon the exercise of the Warrants.

NAME OF REPORTING PERSON

1

Oracle Investment Management, Inc.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Cayman Islands

NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH 10,288,587* (See Item 5)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 (See Item 5)
10 SHARED DISPOSITIVE POWER

10,288,587* (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
11 REPORTING PERSON

10,288,587* (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
12 CERTAIN SHARES*

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

14.59%**
TYPE OF REPORTING PERSON
14

CO

* Includes 463,298 shares of common stock which may be acquired upon exercise of certain warrants .

** Calculated based on a total of 70,502,636 shares of common stock outstanding, which is comprised of (i) 70,039,338 shares of common stock outstanding as of April 17, 2018, plus (ii) 463,298 shares of common stock issuable upon the exercise of the Warrants.

NAME OF REPORTING PERSON

1

Oracle Ten Fund, LP
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware
NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH 2,595,980 (See Item 5)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 (See Item 5)
10 SHARED DISPOSITIVE POWER

11

2,595,980 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12

2,595,980 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

14

3.71%*
TYPE OF REPORTING PERSON

OO

* Calculated based on a total of 70,039,338 shares of common stock outstanding as of April 17, 2018.

NAME OF REPORTING PERSON

1

Oracle Institutional Partners, L.P.
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware
NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0 (See Item 5)
SHARED VOTING POWER

OWNED BY 8

EACH 1,555,555 (See Item 5)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

0 (See Item 5)
10 SHARED DISPOSITIVE POWER

11

1,555,555 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12

1,555,555 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

14

2.22%*
TYPE OF REPORTING PERSON

PN

* Calculated based on a total of 70,039,338 shares of common stock outstanding as of April 17, 2018.

Item 1. Security and Issuer.

Pursuant to Rule 13d-2 under the Act, this Amendment No. 8 (this "Amendment") amends and supplements the Schedule 13D filed on May 23, 2013, as previously amended by Amendment No. 1, filed on June 13, 2013, Amendment No. 2, filed on December 23, 2013, Amendment No. 3, filed on December 24, 2014, Amendment No. 4, filed on April 24, 2015, Amendment No. 5, filed on July 17, 2015, Amendment No. 6, filed on February 17, 2017 and Amendment No. 7 filed on August 31, 2017 (as amended, the "Schedule 13D"), and is being filed on behalf of Oracle Partners, L.P., a Delaware limited partnership ("Oracle Partners"), Oracle Ten Fund, LP, a Delaware company ("Oracle Ten Fund"), Oracle Institutional Partners, L.P., a Delaware limited partnership ("Oracle Institutional Partners"), Oracle Associates, LLC, a Delaware limited liability company and the general partner of Oracle Partners, Oracle Ten Fund and Oracle Institutional Partners ("Oracle Associates"), Oracle Investment Management, Inc., a Delaware corporation and the investment manager to Oracle Ten Fund ("Investment Manager") and Larry N. Feinberg, the managing member of Oracle Associates and the sole shareholder, director and president of the Investment Manager (each of the foregoing, a "Reporting Person" and collectively, the "Reporting Persons"). This Amendment relates to the common stock, par value \$0.001 per share ("Common Stock"), of Vermillion, Inc., a Delaware corporation (the "Company").

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended by the addition of the following:

On April 13, 2018, the Issuer announced the pricing of separate but concurrent underwritten public offerings of: (i) 10,000,000 shares of Common Stock at a price of \$1.00 per share, plus a 30-day option for the underwriter to purchase up to an additional 1,500,000 shares at the public offering price, less underwriting discounts and commissions, to cover over-allotments, if any (the "April 2018 Offering"); and (ii) 50,000 shares of Series B Preferred Stock at a price of \$100.00 per share (the "Series B Offering"). Each of the April 2018 Offering and the Series B Offering closed on April 17, 2018.

The Reporting Persons did not participate in either the April 2018 Offering or the Series B Offering. As a result of the issuance of 10,000,000 shares of Common Stock in the April 2018 Offering, the percentage of Shares which may be deemed to be beneficially owned by the Reporting Persons decreased by over 1% which is being reported hereby.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) As of April 17, 2018, Oracle Partners may be deemed to beneficially own (a) 5,673,754 shares of Common Stock, and (b) 463,298 shares of Common Stock issuable on the exercise of the Warrants, representing 8.7% of the outstanding shares of Common Stock (based on (i) 70,039,338 shares of Common Stock outstanding, plus (ii) the 463,298 shares of Common Stock issuable upon the exercise of the Warrants).

As of April 17, 2018, Oracle Institutional Partners may be deemed to beneficially own 1,555,555 shares of Common Stock, representing 2.22% of the outstanding shares of Common Stock (based on 70,039,338 shares of Common Stock outstanding).

As of April 17, 2018, Oracle Ten Fund, may be deemed to beneficially own 2,595,980 shares of Common Stock, representing 3.71% of the outstanding shares of Common Stock (based on 70,502,636 shares of Common Stock outstanding).

As of April 17, 2018, Oracle Associates and Investment Manager due to its relationship with Oracle Partners, Oracle Ten Fund and Oracle Institutional Partners, and Mr. Feinberg, due to his respective relationships with the other Reporting Persons, may be deemed to beneficially own 10,288,587 shares of Common Stock, representing 14.59% of the outstanding shares of Common Stock (based on (i) 70,039,338 shares of Common Stock outstanding, plus (ii) the 463,298 shares of Common Stock issuable upon the exercise of the Warrants).

The Reporting Persons may be deemed to constitute a “person” or “group” within the meaning of Section 13(d)(3) of the Exchange Act. The filing of this Schedule 13D shall not be construed as an admission of such beneficial ownership or that the Reporting Persons constitute a person or a group.

(c) As of the date hereof, no transaction in the Shares had been effected by the Reporting Persons within the past 60 days, except as set forth in the Statement.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: April 23, 2018

ORACLE PARTNERS, L.P.

By: ORACLE ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Managing Member

ORACLE INSTITUTIONAL PARTNERS,
L.P.

By: ORACLE ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Managing Member

ORACLE TEN FUND, L.P.

By: ORACLE ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Managing Member

ORACLE ASSOCIATES, LLC

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Managing Member

ORACLE INVESTMENT
MANAGEMENT, INC.

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Managing Member

/s/ Larry N. Feinberg

Larry N. Feinberg, Individually