

Edgar Filing: VERMILLION, INC. - Form SC 13G

VERMILLION, INC.
Form SC 13G
September 05, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Vermillion, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

92407M107
(CUSIP Number)

August 27, 2007
(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 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)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Highbridge International LLC
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) ☒ (b) ☐
(3)	SEC USE ONLY
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands, British West Indies
NUMBER OF SHARES	(5) SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER 5,476,190 shares of Common Stock
EACH REPORTING	(7) SOLE DISPOSITIVE POWER 0
PERSON WITH	(8) SHARED DISPOSITIVE POWER 5,476,190 shares of Common Stock
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,476,190 shares of Common Stock
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.59%
(12)	TYPE OF REPORTING PERSON ** OO

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Highbridge Capital Management, LLC	20-1901985
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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **		(a) ☒	(b) ☐
(3) SEC USE ONLY			
(4) CITIZENSHIP OR PLACE OF ORGANIZATION			
State of Delaware			
NUMBER OF	(5) SOLE VOTING POWER		
SHARES	0		
BENEFICIALLY	(6) SHARED VOTING POWER		
OWNED BY	5,476,190 shares of Common Stock		
EACH	(7) SOLE DISPOSITIVE POWER		
REPORTING	0		
PERSON WITH	(8) SHARED DISPOSITIVE POWER		
	5,476,190 shares of Common Stock		
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,476,190 shares of Common Stock		
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **		
		☐	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	8.59%		
(12)	TYPE OF REPORTING PERSON **		
	OO		

** SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS	
	Glenn Dubin	
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **		
	(a) ☒	(b) ☐
(3) SEC USE ONLY		

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(4)	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
NUMBER OF SHARES	(5) SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER 5,476,190 shares of Common Stock
EACH REPORTING	(7) SOLE DISPOSITIVE POWER 0
PERSON WITH	(8) SHARED DISPOSITIVE POWER 5,476,190 shares of Common Stock
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,476,190 shares of Common Stock
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** []
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 8.59%
(12)	TYPE OF REPORTING PERSON ** IN

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Henry Swieca
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [X] (b) []
(3)	SEC USE ONLY
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION United States

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NUMBER OF	(5)	SOLE VOTING POWER	
SHARES		0	

BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY		5,476,190 shares of Common Stock	

EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING		0	

PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
		5,476,190 shares of Common Stock	

(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,476,190 shares of Common Stock		

(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **		
	[]		

(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	8.59%		

(12)	TYPE OF REPORTING PERSON **		
	IN		

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This statement on Schedule 13G (this "Statement") relates to the 5,476,190 shares (the "Owned Shares") of common stock, par value \$0.001 per share (the "Common Stock"), of Vermillion, Inc., a Delaware corporation (the "Company"), held by Highbridge International LLC. In addition to the Owned Shares, the Reporting Persons (as defined below) may be deemed to beneficially own (i) 4,380,952 shares of Common Stock issuable to Highbridge International LLC upon the exercise of warrants to purchase shares of Common Stock and (ii) 5,550,000 shares of Common Stock issuable to Highbridge International LLC upon the conversion of \$11,100,000 principal amount of 7.00% Convertible Senior Notes due 2011. However, pursuant to the terms of the relevant instruments, Highbridge International LLC cannot exercise or convert any of these warrants or convertible notes until such time as Highbridge International LLC would not beneficially own after any such exercise or conversion more than 4.99% of the outstanding Common Stock.

Item 1.

(a) Name of Issuer

Vermillion, Inc. (the "Company")

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(b) Address of Issuer's Principal Executive Offices

6611 Dumbarton Circle
Fremont, California 94555

Item 2(a). Name of Person Filing
Item 2(b). Address of Principal Business Office
Item 2(c). Citizenship

HIGHBRIDGE INTERNATIONAL LLC
c/o Harmonic Fund Services
The Cayman Corporate Centre, 4th Floor
27 Hospital Road
Grand Cayman, Cayman Islands, British West Indies
Citizenship: Cayman Islands, British West Indies

HIGHBRIDGE CAPITAL MANAGEMENT, LLC IRS #: 20-1901985
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: State of Delaware

GLENN DUBIN
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: United States

HENRY SWIECA
c/o Highbridge Capital Management, LLC
9 West 57th Street, 27th Floor
New York, New York 10019
Citizenship: United States

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Item 2(d) Title of Class of Securities

Common Stock, \$0.001 par value

Item 2(e) CUSIP Number

92407M107

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under Section 15 of the Act
(15 U.S.C. 78o).

(b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Act
(15 U.S.C. 78c).

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- (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ 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 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. ☒

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of the date of this filing, each of the Reporting Persons may be deemed the beneficial owner of 5,476,190 shares of Common Stock held by Highbridge International LLC.

Highbridge Capital Management, LLC is the trading manager of Highbridge International LLC. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Common Stock owned by another Reporting Person. In addition, each of

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Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of Common Stock owned by Highbridge International LLC.

(b) Percent of class:

The Company's Quarterly Report on Form 10-Q that was filed on August 13, 2007, indicates there were 39,263,842 shares of Common Stock outstanding as of July 31, 2007. In addition, the Company issued 24,500,000 shares of Common Stock on August 29, 2007, as disclosed in the Current Report on Form 8-K filed on August 29, 2007. Therefore, as of August 29, 2007, the total number of outstanding shares of the Company is 63,763,842. Based on the Company's outstanding shares of Common Stock, each of Highbridge International LLC, Highbridge Capital Management LLC, Glenn Dubin and Henry Swieca may be deemed to

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beneficially own 8.59% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

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

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

0

(ii) Shared power to vote or to direct the vote

See Item 4(a)

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

0

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

See Item 4(a)

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 or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Exhibit I.

Item 9. Notice of Dissolution of Group

Not applicable.

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Item 10. Certification

By signing below each of the undersigned 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.

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Exhibits:

Exhibit I: Joint Filing Agreement, dated as of September 5, 2007, by and among Highbridge International LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: September 5, 2007

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ Carolyn Rubin

By: /s/ Carolyn Rubin

Name: Carolyn Rubin
Title: Managing Director

Name: Carolyn Rubin
Title: Managing Director

/s/ Glenn Dubin

/s/ Henry Swieca

GLENN DUBIN

HENRY SWIECA

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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock, \$0.001 par value, of Vermillion, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute

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one and the same instrument.

Dated as of September 5, 2007

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

By: Highbridge Capital Management, LLC
its Trading Manager

By: /s/ Carolyn Rubin

By: /s/ Carolyn Rubin

Name: Carolyn Rubin
Title: Managing Director

Name: Carolyn Rubin
Title: Managing Director

/s/ Glenn Dubin

/s/ Henry Swieca

GLENN DUBIN

HENRY SWIECA