

Edgar Filing: ELAN CORP PLC - Form SC 13D/A

ELAN CORP PLC  
Form SC 13D/A  
March 04, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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SCHEDULE 13D/A2 (Amendment No. 2)  
Under the Securities Exchange Act of 1934

Curis, Inc.

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(Name of Issuer)

Common Stock, \$0.01 par value

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(Title of Class of Securities)

231269101

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(CUSIP Number)

William F. Daniel  
Elan Corporation, plc  
Lincoln House  
Lincoln Place  
Dublin 2, Ireland  
(353) 1-709-4000

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

March 1, 2004

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(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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

\*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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CUSIP No. 231269101  
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(1) NAME OF REPORTING PERSONS  
Elan Corporation, plc  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)  
N/A  
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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See  
Instructions)  
(a) / /  
(b) / /  
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(3) SEC USE ONLY  
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(4) SOURCE OF FUNDS WC, OO  
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(5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e) / /  
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(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Ireland  
-----

Number of (7) SOLE VOTING POWER  
Shares 364,535  
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Beneficially (8) SHARED VOTING POWER  
Owned None  
-----

by Each (9) SOLE DISPOSITIVE POWER  
Reporting 364,535  
-----

Person With (10) SHARED DISPOSITIVE POWER  
None  
-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
364,535  
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(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
/ /  
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(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.9% (based on  
41,359,136 shares of Common Stock outstanding on February 23, 2004, as  
reported in an annual report on Form 10-K filed by the Issuer on March  
1, 2004, plus 314,535 shares of Common Stock issuable upon conversion  
of the Amended and Restated Note and 50,000 shares of Common Stock  
issuable upon exercise of the Warrant)  
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(14) TYPE OF REPORTING PERSON  
CO  
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### Item 1. Security and Issuer.

Item 1 of Schedule 13D is hereby amended and restated in its entirety as follows:

This Schedule 13D/A2 amends Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 4, 2003 and Schedule 13D/A1 filed with the SEC on January 29, 2004 by Elan Corporation, plc, an Irish public limited company, with respect to the Common Stock,

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\$0.01 par value, of Curis, Inc. (the "Issuer"), a Delaware corporation whose principal offices are located at 61 Mouton Street, Cambridge, Massachusetts, 02138.

### Item 5. Interest in Securities of Issuer.

Item 5 of Schedule 13D is hereby amended and restated in its entirety as follows:

(a) Elan is the beneficial owner of 364,535 shares of Common Stock, including 314,535 shares of Common Stock issuable upon conversion of the Amended and Restated Note and 50,000 shares of Common Stock issuable upon exercise of the Warrant, representing 0.9% of the outstanding shares of Common Stock (based on 41,359,136 shares of Common Stock outstanding on February 23, 2004, as reported in an annual report on Form 10-K filed by the Issuer on March 1, 2004, plus 314,535 shares of Common Stock issuable upon conversion of the Amended and Restated Note and 50,000 shares of Common Stock issuable upon exercise of the Warrant).

(b) Elan has the sole voting and dispositive power over 364,535 shares of Common Stock, including 314,535 shares of Common Stock issuable upon conversion of the Amended and Restated Note and 50,000 shares of Common Stock issuable upon exercise of the Warrant.

(c) From January 29, 2004 through March 3, 2004 Elan sold an aggregate of 2,205,830 shares of Common Stock in open market transactions as listed below:

Date of Sale	Amount	Price Per Share
1/29/04	600	\$5.86
1/29/04	900	\$5.85
1/29/04	100	\$5.83
1/29/04	100	\$5.82
1/29/04	100	\$5.81
1/29/04	5,000	\$5.80

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1/29/04	1,000	\$5.78
1/29/04	200	\$5.77
1/29/04	1,400	\$5.76
1/29/04	12,800	\$5.75
1/29/04	200	\$5.67
1/29/04	500	\$5.653

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1/29/04	11,200	\$5.65
1/29/04	1,000	\$5.64
1/29/04	2,600	\$5.63
1/29/04	200	\$5.62
1/29/04	1,800	\$5.61
1/29/04	6,200	\$5.60
1/29/04	1,700	\$5.59
1/29/04	3,500	\$5.58
1/29/04	1,500	\$5.572
1/29/04	1,900	\$5.57
1/29/04	4,500	\$5.56
1/29/04	10,400	\$5.55
1/29/04	1,100	\$5.54
1/29/04	100	\$5.534
1/29/04	100	5.533
1/29/04	5,100	5.53
1/29/04	800	\$5.523
1/29/04	6,600	5.52
1/29/04	700	\$5.513
1/29/04	9,200	5.51
1/29/04	106,900	5.50
1/30/04	10,000	\$5.75

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2/03/04	40,000	\$5.62
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2/04/04	1,000	\$5.63
2/04/04	200	\$5.62
2/04/04	1,300	\$5.61
2/04/04	20,800	\$5.60
2/26/04	25,000	5.00
2/27/04	10,000	\$5.00
3/01/04	100	\$5.207
3/01/04	200	\$5.20
3/01/04	52,000	\$5.12
3/01/04	37,300	\$5.11
3/01/04	1,600	\$5.10
3/01/04	100,000	\$5.095
3/01/04	199,700	\$5.07
3/02/04	1,300	\$5.14
3/02/04	4,800	\$5.13
3/02/04	10,200	\$5.12
3/02/04	500	\$5.11
3/02/04	13,800	\$5.10
3/02/04	2,300	\$5.07
3/02/04	1,200	\$5.06
3/02/04	7,700	\$5.05
3/02/04	5,200	\$5.04
3/02/04	800	\$5.034

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3/02/04	100	\$5.031
3/02/04	4,600	\$5.03
3/02/04	100	\$5.023
3/02/04	400	\$5.02
3/02/04	2,500	\$5.01
3/02/04	700	\$5.003
3/02/04	100	\$5.001
3/02/04	63,700	\$5.00
3/03/04	2,500	5.05
3/03/04	3,800	5.03
3/03/04	26,000	5.02
3/03/04	13,900	5.01
3/03/04	1,340,430	5.00

(d) N/A

(e) Elan ceased to be the beneficial owner of more than five percent of Common Stock on March 1, 2004.

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SIGNATURE

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

Date: March 4, 2004

ELAN CORPORATION, PLC

By: /s/ William F. Daniel

Name: William F. Daniel  
Title: Company Secretary/Director

