

CLINICAL DATA INC
Form 4
April 13, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FOREST LABORATORIES INC

2. Issuer Name and Ticker or Trading Symbol
CLINICAL DATA INC [CLDA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
909 THIRD AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/12/2011

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	04/12/2011		P	V	Amount \$ 30 ⁽²⁾ 0 ⁽³⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
2005 Warrants	\$ 15.6	04/12/2011		P		93,556		11/17/2005	05/17/2011	Common Stock
2006 Warrants	\$ 12.97	04/12/2011		P		113,817		06/13/2006	12/14/2011	Common Stock
2008 Warrants	\$ 16.44	04/12/2011		P		757,461		09/26/2008	03/26/2014	Common Stock
Series A 2009 Warrants	\$ 8.12	04/12/2011		P		1,527,650		02/25/2009	08/25/2014	Common Stock
Series B 2009 Warrants	\$ 9.744	04/12/2011		P		1,527,650		02/25/2009	08/25/2014	Common Stock
2017 Convertible Notes	\$ 8.1825	04/12/2011		P		6,110,599		02/25/2009	08/25/2014 ⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOREST LABORATORIES INC 909 THIRD AVENUE NEW YORK, NY 10022		X		
FL Holding C.V. C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022		X		
FLI International, LLC C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022		X		
Dogwood Holding Corp. C/O FOREST LABORATORIES, INC. 909 THIRD AVENUE NEW YORK, NY 10022		X		
		X		

Magnolia Acquisition Corp.
C/O FOREST LABORATORIES, INC.
909 THIRD AVENUE
NEW YORK, NY 10022

Signatures

/s/ David

Solomon

04/13/2011

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This form is filed on behalf of Forest Laboratories, Inc. ("Forest"), FL Holding C.V. ("FL Holding"), FLI International LLC ("FLI International"), Dogwood Holding Corp. ("Dogwood") and Magnolia Acquisition Corp. ("Magnolia"), all of which are filing as members of a 10% owner group. Forest is the direct parent of FL Holding, and the indirect parent of FLI International and Dogwood. FLI International is the general partner of FL Holding, and FL Holding is the parent of Dogwood. Pursuant to the terms of the Merger Agreement, Magnolia was merged with and into Clinical Data on April 13, 2011. Prior to the merger, Magnolia was a wholly-owned subsidiary of Dogwood.

(2) The price of each security also includes the contractual right, pursuant to a Contingent Value Rights Agreement, dated as of April 13, 2011, by and among FL Holding, Forest and American Stock Transfer & Trust Company, LLC, as Rights Agent, to receive additional consideration of up to \$6.00 per share upon the achievement of certain milestones related to Viibryd?? (the "CVR consideration").

(3) All of Clinical Data's outstanding securities were cancelled and/or exercised in a merger of Magnolia with and into Clinical Data on April 13, 2011 pursuant to the Merger Agreement, and converted into the right to receive the \$30.00 in cash and the CVR Consideration.

(4) The 2017 Convertible Notes may be repaid at any time upon 90 days prior written notice. The final maturity date of the 2017 Convertible Notes is February 25, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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