

HENDERSON GLOBAL INVESTORS LTD
Form SC 13G/A
February 19, 2009

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

OMB APPROVAL
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SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Ziopharm Oncology Inc.
(Name of Issuer)

USD NPV
(Title of Class of Securities)

98973P101
(CUSIP Number)

December 31, 2008
(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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 98973P101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Henderson Global Investors Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization United Kingdom

5. Sole Voting Power

Number of	6. Shared Voting	1,198,757
Shares	Power	
Beneficially		
Owned by	7. Sole Dispositive	
Each	Power	
Reporting		
Person With	8. Shared Dispositive	1,198,757
	Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,198,757

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.61%

12. Type of Reporting Person (See Instructions)

FI

CUSIP No. 98973P101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Henderson Group plc

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization United Kingdom

5. Sole Voting Power

Number of	6. Shared Voting	1,198,757
Shares	Power	

Beneficially

Owned by	7. Sole Dispositive
Each	Power

Reporting

Person With	8. Shared Dispositive	1,198,757
	Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,198,757

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.61%

12. Type of Reporting Person (See Instructions)

HC

CUSIP No. 98973P101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Henderson Global Investors (Holdings) plc

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization United Kingdom

5. Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	1,198,757
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Owned by Each Reporting Person With	7. Sole Dispositive Power	
Owned by Each Reporting Person With	8. Shared Dispositive Power	1,198,757

9. Aggregate Amount Beneficially Owned by Each Reporting Person 1,198,757

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.61%

12. Type of Reporting Person (See Instructions)

HC

Item 1.

- (a) Name of Issuer
Ziopharm Oncology Inc.
- (b) Address of Issuer's Principal Executive Offices
197 Eighth Street, Suite 300, Charlestown, MA 02129

Item 2.

- (a) Name of Person Filing
Henderson Global Investors Limited, Henderson Group plc, Henderson Global Investors (Holdings) plc
- (b) Address of Principal Business Office or, if none, Residence
201 Bishopsgate, London EC2M 3AE, United Kingdom
- (c) Citizenship
United Kingdom
- (d) Title of Class of Securities
USD NPV
- (e) CUSIP Number
98973P101

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-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).
- (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 §240.13d-1(b)(1)(ii)(E).
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) ☐ A parent holding company or control person in accordance with §240.13d-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) ☐ A non-U.S. institution, in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4. Ownership.

The information in Items 5 - 9 and 11 on the cover page of this Schedule 13G is incorporated herein by reference.

Henderson Global Investors (Holdings) plc (“Henderson Holdings”), a wholly-owned subsidiary of Henderson Group plc (“Henderson Group”), wholly owns Henderson Fund Management Plc, Henderson Investment Management Limited and Henderson Global Investors Limited (together, the “Managers”), each of whom may be deemed to be the beneficial owner of 1,096,124 Common USD NPV and 102,633 Warrants (Exp 30/11/11 and 30/11/10), of Ziopharm Oncology (the “Company”) as a result of acting as investment manager to various investment companies (the “Funds”). Henderson Group, through its control of Henderson Holdings, and Henderson Holdings, through its control of the Managers, have shared power to vote and dispose of the Company’s shares held by the Funds.

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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.

The Funds have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Company’s securities. None of the Funds had an interest in the Company’s securities that amounted to more than 5% of the total number of the Company’s outstanding securities.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the
7. Parent Holding Company.

See Item 4 above.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and 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.

By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to investment advisers is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

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.

13 February 2009

Date

HENDERSON GLOBAL INVESTORS
LIMITED

/s/ Philip Woolliscroft

Signature

Philip Woolliscroft / Head of Asset Management
Compliance

Name/Title

13 February 2009

Date

HENDERSON GROUP PLC

/s/ Philip Woolliscroft

Signature

Philip Woolliscroft / Head of Asset Management
Compliance

Name/Title

13 February 2009

Date

HENDERSON GLOBAL INVESTORS
(HOLDINGS) PLC

/s/ Philip Woolliscroft

Signature

Philip Woolliscroft / Head of Asset Management
Compliance

Name/Title

