PYXIS INNOVATIONS INC

Form 4/A October 04, 2010

FORM 4

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

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)

(Last)

(City)

1. Name and Address of Reporting Person *

PYXIS INNOVATIONS INC

(First) (Middle)

7575 FULTON STREET EAST

(Street)

(State)

ADA, MI 49355-0001

2. Issuer Name and Ticker or Trading

Symbol

INTERLEUKIN GENETICS INC [ILI]

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

06/10/2008

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

06/13/2008

OMB

Number:

Expires:

response...

Estimated average

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OMB APPROVAL

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January 31,

2005

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director X__ 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

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

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) (Instr. 3)

(Zip)

Execution Date, if (Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount o **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) of Disposed of (I (Instr. 3, 4, and	O)			
				Code V	(A)	(D) Date Exercis	Expiration able Date	Title	Amount Number Shares
Convertible Promissory Note	\$ 5.6783	06/10/2008		P	\$ 4,000,000	<u>(1</u>	<u>(1)</u>	Common Stock	704,43 (1)
Convertible Promissory Note	\$ 5.6783 (2)	05/29/2009		P	\$ 1,000,000	<u>(2</u>	(2)	Common Stock	176,11 (2)
Convertible Promissory Note	\$ 5.6783 (3)	11/09/2009		P	\$ 2,000,000	(3	(3)	Common Stock	352,21 (3)
Convertible Promissory Note	\$ 5.6783	02/01/2010		P	\$ 2,000,000	<u>(4</u>	(4)	Common Stock	352,21 (4)
Convertible Promissory Note	\$ 5.6783 (5)	09/30/2010		P	\$ 2,000,000	<u>(5</u>	(5)	Common Stock	352,21 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PYXIS INNOVATIONS INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X				
Alticor Global Holdings Inc. 7575 FULTON STREET EAST ADA, MI 49355-0001		X				
SOLSTICE HOLDINGS INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X				
ALTICOR INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X				

Signatures

/s/ Kim S. Mitchell, Assistant Secretary	10/04/2010
**Signature of Reporting Person	Date
ALTICOR GLOBAL HOLDINGS INC., /s/ Kim S. Mitchell, Assistant Secretary	10/04/2010

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**Signature of Reporting Person

Date

SOLSTICE HOLDINGS INC., /s/ Kim S. Mitchell, Assistant Secretary

10/04/2010

**Signature of Reporting Person

Date

ALTICOR INC., /s/ Kim S. Mitchell, Assistant Secretary

10/04/2010

**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).

On June 10, 2008, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$4,000,000. On September 30, 2010, this convertible promissory note was amended and restated to extend the maturity date on which the principal amount of the convertible promissory note will be payable to June 30, 2012. The original principal amount of the convertible promissory

- (1) note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of June 10, 2008, the convertible promissory note would have been convertible into 704,437 shares of the Issuer's common stock.
 - On May 29, 2009, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$1,000,000. On September 30, 2010, this convertible promissory note was amended and restated to extend the maturity date on which the principal amount of the convertible promissory note will be payable to June 30, 2012. The original principal amount of the convertible promissory
- (2) note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of May 29, 2009, the convertible promissory note would have been convertible into 176,110 shares of the Issuer's common stock.
 - On November 9, 2009, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$2,000,000. On September 30, 2010, this convertible promissory note was amended and restated to extend the maturity date on which the principal amount of the convertible promissory note will be payable to June 30, 2012. The original principal amount of the convertible promissory
- (3) note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of November 9, 2009, the convertible promissory note would have been convertible into 352,219 shares of the Issuer's common stock.
 - On February 1, 2010, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$2,000,000. On September 30, 2010, this convertible promissory note was amended and restated to extend the maturity date on which the principal amount of the convertible promissory note will be payable to June 30, 2012. The original principal amount of the convertible promissory
- (4) note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of February 1, 2010, the convertible promissory note would have been convertible into 352,219 shares of the Issuer's common stock.
 - On September 30, 2010, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$2,000,000. The maturity date of this convertible promissory note is June 30, 2012. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The maximum number of shares of common stock into which the balance of this convertible promissory note may be converted is determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of September 30,
 - This amount includes 5,000,000 shares of the Issuer's Series A preferred stock held by Pyxis, which are convertible into 28,160,200 shares of common stock. As of September 30, 2010, Pyxis holds five convertible promissory notes issued by the Issuer in the aggregate
- (6) principal amount of \$11,000,000. Taking into account accrued interest as of September 30, 2010, these notes are currently convertible into a maximum of 1,946,044 shares of common stock of Pyxis. As of September 30, 2010, Pyxis is the holder of preferred stock and notes (including accrued interest) convertible into an aggregate of 30,106,244 shares of common stock.

2010, the convertible promissory note would have been convertible into 352,219 shares of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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