

Achaogen, Inc.
Form SC 13D/A
December 12, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 6)¹

Achaogen, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

004449104

(CUSIP Number)

ADAM W. FINERMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 10, 2018

Edgar Filing: Achaogen, Inc. - Form SC 13D/A

(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 §§ 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* § 240.13d-7 for other parties to whom copies are to be sent.

1 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*).

CUSIP NO. 004449104

1	NAME OF REPORTING PERSON	
	ROBERT W. DUGGAN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP	
	(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	U.S.A	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOTING POWER 9,389,734* SHARED VOTING POWER - 0 - SOLE DISPOSITIVE POWER 9,389,734* SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY	

EACH REPORTING PERSON

	9,389,734*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	20.4%* TYPE OF REPORTING PERSON

IN

* Represents (i) 9,187,309 Shares held by Mr. Duggan, (ii) 72,170 Shares held by Genius Inc., (iii) 30,000 Shares held by Blaze-On and (iv) 100,255 Shares held by RWD Foundation.

CUSIP NO. 004449104

1	NAME OF REPORTING PERSON	
	GENIUS INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		72,170
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		72,170
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

72,170
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

CO

CUSIP NO. 004449104

1	NAME OF REPORTING PERSON	
	BLAZE-ON CORPORATION	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)	
	(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	CALIFORNIA	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		30,000
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		30,000
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

30,000
12 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

CO

CUSIP NO. 004449104

1	NAME OF REPORTING PERSON	
	ROBERT W. DUGGAN FOUNDATION	
2	CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP ^(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	NEVADA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 100,255 SHARED VOTING POWER - 0 - SOLE DISPOSITIVE POWER
	9	100,255 SHARED DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

100,255
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%
14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 004449104

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned ("Amendment No. 6"). This Amendment No. 6 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase cost of the 9,187,309 Shares owned directly by Mr. Duggan is approximately \$117,217,472, including brokerage commissions. Such Shares were acquired with personal funds. The aggregate purchase cost of the 72,170 Shares owned by Genius Inc., which Mr. Duggan is the sole shareholder of and may be deemed to be beneficially owned by Mr. Duggan, is approximately \$1,630,879, including brokerage commissions. Such Shares were acquired with working capital. The aggregate purchase cost of the 30,000 Shares owned by Blaze-On, which Mr. Duggan is the sole officer and sole director of and may be deemed to be beneficially owned by Mr. Duggan, is approximately \$346,337, including brokerage commissions. Such Shares were acquired with working capital. The aggregate purchase cost of the 100,255 Shares owned by RWD Foundation, which Mr. Duggan is the President of and may be deemed to be beneficially owned by Mr. Duggan, is approximately \$1,146,317, including brokerage commissions. Such Shares were acquired with working capital.

Item 5. Interest in Securities of the Issuer.

Items 5(a)–(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each of the Reporting Persons is based on 46,119,841 Shares outstanding, as of November 1, 2018, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 8, 2018.

A. Mr. Duggan

As of the close of business on December 12, 2018, Mr. Duggan directly owned 9,187,309 Shares. As the sole shareholder of Genius Inc., Mr. Duggan may be deemed the beneficial owner of the 72,170 Shares owned by (a) Genius Inc. As the sole officer and sole director of Blaze-On, Mr. Duggan may be deemed the beneficial owner of the 30,000 Shares owned by Blaze-On. As the President of RWD Foundation, Mr. Duggan may be deemed the beneficial owner of the 100,255 Shares owned by RWD Foundation.

Percentage: Approximately 20.4%

- (b)
1. Sole power to vote or direct vote: 9,389,734
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 9,389,734
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Mr. Duggan during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

B. Genius Inc.

- (a) As of the close of business on December 12, 2018, Genius Inc. beneficially owned 72,170 Shares.

CUSIP NO. 004449104

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 72,170
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 72,170
 4. Shared power to dispose or direct the disposition: 0

(c) Genius Inc. has not entered into any transactions in the Shares during the past sixty days.
C. Blaze-On

(a) As of the close of business on December 12, 2018, Blaze-On beneficially owned 30,000 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 30,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 30,000
 4. Shared power to dispose or direct the disposition: 0

(c) Blaze-On has not entered into any transactions in the Shares during the past sixty days.
D. RWD Foundation

(a) As of the close of business on December 12, 2018, RWD Foundation beneficially owned 100,255 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 100,255
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 100,255
 4. Shared power to dispose or direct the disposition: 0

(c) RWD Foundation has not entered into any transactions in the Shares during the past sixty days.

CUSIP NO. 004449104

SIGNATURES

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

Dated: December 12, 2018

GENIUS INC.

By: /s/ Ryan Flake
Name: Ryan Flake
Title: Chief Financial Officer

BLAZE-ON CORPORATION

By: /s/ Robert W. Duggan
Name: Robert W. Duggan
Title: Chief Executive Officer

Robert W. Duggan
Foundation

By: /s/ Robert W. Duggan
Name: Robert W. Duggan
Title: President

/s/ Robert W. Duggan
Robert W. Duggan

CUSIP NO. 004449104

SCHEDULE A

Transactions in the Shares During the Past Sixty Days

<u>Type of Security</u>	<u>Securities Purchased / (Sold)</u>	<u>Price Per Share(\$)</u>	<u>Date of Purchase / Sale</u>
-------------------------	--	--------------------------------	------------------------------------

ROBERT W. DUGGAN

Common Stock 4,648	1.6189	11/19/2018
Common Stock 231,495	1.9307	11/20/2018
Common Stock 80,175	1.8914	11/23/2018
Common Stock 77,585	1.6751	11/27/2018
Common Stock 22,431	1.3996	12/07/2018
Common Stock 436,500	1.5986	12/10/2018
Common Stock 306,848	1.6458	12/11/2018