

GENTA INC DE/
Form SC 13G
May 06, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G**

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

Genta Incorporated

(Name of Issuer)

Common Stock

(Title of Class of Securities)

37245M207

(CUSIP Number)

April 29, 2004

(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 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. 37245M207

13G

Page 2 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Citadel Limited Partnership
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
Illinois limited partnership
U.S.A.
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
See Row 6 above.
9. Aggregate Amount Beneficially Owned by Each Reporting Person
See Row 6 above.
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
Approximately 5.7% as of the date of this filing (based on 77,748,889 shares of common stock issued and outstanding as of March 31, 2004).
12. Type of Reporting Person (See Instructions)
PN; HC

Cusip No. 37245M207

13G

Page 3 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
GLB Partners, L.P.
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
Delaware limited partnership
U.S.A.
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
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PN; HC

Cusip No. 37245M207

13G

Page 4 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Citadel Investment Group, L.L.C.
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
Delaware limited partnership
U.S.A.
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
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12. Type of Reporting Person (See Instructions)
OO; HC

Cusip No. 37245M207

13G

Page 5 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Kenneth Griffin
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
U.S. Citizen
U.S.A.
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
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12. Type of Reporting Person (See Instructions)
IN; HC

Cusip No. 37245M207

13G

Page 6 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Citadel Wellington Partners L.P.
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
Illinois limited partnership
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
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PN; HC

Cusip No. 37245M207

13G

Page 7 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Citadel Wellington Partners L.P. SE
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
Delaware limited partnership
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
0
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PN; HC

Cusip No. 37245M207

13G

Page 8 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Citadel Kensington Global Strategies Fund Ltd.
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
Bermuda company
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
See Row 6 above.
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12. Type of Reporting Person (See Instructions)
CO; HC

Cusip No. 37245M207

13G

Page 9 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Citadel Equity Fund Ltd.
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
Cayman Islands company
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
See Row 6 above.
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12. Type of Reporting Person (See Instructions)
CO

Cusip No. 37245M207

13G

Page 10 of 16 Pages

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Citadel Derivatives Group LLC
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
Delaware limited liability company
5. Sole Voting Power
0
6. Shared Voting Power
253,300 shares of common stock
41,683 call options (exercisable into 4,168,300 shares of common stock)
7. Sole Dispositive Power
0
8. Shared Dispositive Power
See Row 6 above.
9. Aggregate Amount Beneficially Owned by Each Reporting Person
See Row 6 above.
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
Approximately 5.7% as of the date of this filing (based on 77,748,889 shares of common stock issued and outstanding as of March 31, 2004).
12. Type of Reporting Person (See Instructions)
OO

Cusip No. 37245M207

13G

Page 11 of 16 Pages

Item 1.

- (a) Name of Issuer
GENTA INCORPORATED
- (b) Address of Issuer's Principal Executive Offices
Two Connell Drive
Berkeley Heights, NJ 07922

Item 2.

- (a) Name of Person Filing
Citadel Limited Partnership
- (b) Address of Principal Business Office or, if none, Residence
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
- (c) Citizenship
Illinois limited partnership
- (a) Name of Person Filing
GLB Partners, L.P.
- (b) Address of Principal Business Office or, if none, Residence
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
- (c) Citizenship
Delaware limited partnership
- (a) Name of Person Filing
Citadel Investment Group, L.L.C.
- (b) Address of Principal Business Office or, if none, Residence
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
- (c) Citizenship
Delaware limited liability company
- (a) Name of Person Filing
Kenneth Griffin
- (b) Address of Principal Business Office or, if none, Residence
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
- (c) Citizenship
U.S. Citizen
- (a) Name of Person Filing
Citadel Wellington Partners L.P.
- (b) Address of Principal Business Office or, if none, Residence
c/o Citadel Investment Group, L.L.C.

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- (c) 131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
Citizenship
Illinois limited partnership
- (a) Name of Person Filing
Citadel Wellington Partners L.P. SE
- (b) Address of Principal Business Office or, if none, Residence
c/o Citadel Investment Group, L.L.C
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
- (c) Citizenship
Delaware limited partnership

Cusip No. 37245M207

13G

Page 12 of 16 Pages

- (a) Name of Person Filing
Citadel Kensington Global Strategies Fund Ltd.
- (b) Address of Principal Business Office or, if none, Residence
c/o Citadel Investment Group, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
- (c) Citizenship
Bermuda company
- (a) Name of Person Filing
Citadel Equity Fund Ltd.
- (b) Address of Principal Business Office or, if none, Residence
c/o Citadel Investment Group, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
- (c) Citizenship
Cayman Islands company
- (a) Name of Person Filing
Citadel Derivatives Group LLC
- (b) Address of Principal Business Office or, if none, Residence
c/o Citadel Investment Group, L.L.C.
131 S. Dearborn Street, 32nd Floor
Chicago, Illinois 60603
- (c) Citizenship
Delaware limited liability company
- (d) Title of Class of Securities
Common Stock, par value \$0.001 per share
- (e) CUSIP Number
37245M207

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) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

Cusip No. 37245M207

13G

Page 13 of 16 Pages

- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

CITADEL LIMITED PARTNERSHIP
 GLB PARTNERS, L.P.
 CITADEL INVESTMENT GROUP, L.L.C.
 KENNETH GRIFFIN
 CITADEL WELLINGTON PARTNERS L.P.
 CITADEL WELLINGTON PARTNERS L.P. SE
 CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.
 CITADEL EQUITY FUND LTD.
 CITADEL DERIVATIVES GROUP LLC

- (a) Amount beneficially owned:
 253,300 shares of common stock
 41,683 call options (exercisable into 4,168,300 shares of common stock)
- (b) Percent of class:
 Approximately 5.7% as of the date of this filing (based on 77,748,889 shares of common stock issued and outstanding as of March 31, 2004).
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 0
 - (ii) Shared power to vote or to direct the vote
 See item (a) above.

Cusip No. 37245M207

13G

Page 14 of 16 Pages

- (iii) Sole power to dispose or to direct the disposition of
0
- (iv) Shared power to dispose or to direct the disposition of
See item (a) above.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

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

See Item 2 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 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.

Cusip No. 37245M207

13G

Page 15 of 16 Pages

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.

Dated this 5th day of May, 2004

/s/ Kenneth Griffin
Kenneth Griffin

CITADEL LIMITED PARTNERSHIP

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Kenneth Griffin
Kenneth Griffin, President

GLB PARTNERS, L.P.

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Kenneth Griffin
Kenneth Griffin, President

CITADEL WELLINGTON PARTNERS L.P.

By: Citadel Limited Partnership,
its General Partner

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,

CITADEL INVESTMENT GROUP, L.L.C.

By: /s/ Kenneth Griffin
Kenneth Griffin, President

CITADEL EQUITY FUND LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Kenneth Griffin
Kenneth Griffin, President

CITADEL KENSINGTON GLOBAL STRATEGIES FUND LTD.

By: Citadel Limited Partnership,
its Portfolio Manager

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,

Signature

its General Partner

its General Partner

By: /s/ Kenneth Griffin
Kenneth Griffin, President

By: /s/ Kenneth Griffin
Kenneth Griffin, President

Cusip No. 37245M207

13G

Page 16 of 16 Pages

**CITADEL WELLINGTON PARTNERS
L.P. SE**

CITADEL DERIVATIVES GROUP LLC

By: Citadel Limited Partnership,
its General Partner

By: Citadel Limited Partnership,
its Managing Member

By: GLB Partners, L.P.,
its General Partner

By: GLB Partners, L.P.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: Citadel Investment Group, L.L.C.,
its General Partner

By: /s/ Kenneth Griffin
Kenneth Griffin, President

By: /s/ Kenneth Griffin
Kenneth Griffin, President

Page 16 of 16
