

Edgar Filing: SYNAPTIC PHARMACEUTICAL CORP - Form 3

SYNAPTIC PHARMACEUTICAL CORP

Form 3

November 27, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 3

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

H. Lundbeck A/S

(Last)

(First)

(Middle)

9 Ottiliavej, DK-2500 Valby

(Street)

Copenhagen, Denmark

(City)

(State)

(Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

11/21/02

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Synaptic Pharmaceutical Corporation (NASDAQ:SNAP)

5. Relationship of Reporting Person to Issuer
(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check applicable line)

Form Filed by One Reporting Person

Form Filed by More than One Reporting Person

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Table I -- Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature (Instr.) |
|---|---|---|-----------------------|
| Common Stock, par value \$0.01 per share (1) | 0 | | |

* If the Form is filed by more than one Reporting Person, see Instruction 5(b) (v).

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

(Print of Type Responses)

(Over)

FORM 3 (continued)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Deriv Secur | |
|---|--|-------------------------|---|--|-------|
| | Date Exer- cisable | Expira- tion Date | Amount or Number of Shares Title | | |
| Series B Convertible | Exercisable | (2) | Common Stock, par | 0 (3) | \$4.3 |

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| | | | | | |
|---|----------------------------|-----|---|-------|-------|
| Preferred Stock, par value \$0.01 per share (1) | immediately | | value \$0.01 per share | | |
| Series C Convertible Preferred Stock, par value \$0.01 per share (1) | Exercisable immediately | (2) | Common Stock, par value \$0.01 per share | 0 (3) | \$5.9 |

Explanation of Responses:

(1) In connection with the Agreement and Plan of Merger dated as of November 21, 2002 (the "Lundbeck A/S ("Lundbeck"), Viking Sub Corporation and Synaptic Pharmaceutical Corporation ("Synaptic Stockholder Agreement dated as of November 21, 2002 (the "Stockholder Agreement"), with Warburg Pincus ("Warburg Pincus"). Under the terms of the Stockholder Agreement, Warburg Pincus has agreed to vote Synaptic Series B Convertible Preferred Stock (the "Series B Preferred Stock") and 25,452 shares of Series C Preferred Stock (the "Series C Preferred Stock" and, together with the Series B Preferred Stock, favor of the Merger Agreement and against any competing transactions. In addition, Warburg Pincus has granted an irrevocable proxy to vote the Synaptic Preferred Stock in accordance with the Stockholder Agreement. The proxy terminates upon the earlier of (i) the effective time of the merger contemplated by the Merger Agreement and (ii) the termination of the Merger Agreement in accordance with its terms. The Stockholder Agreement is filed as Exhibit 1.1 pursuant to the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"), by Warburg Pincus (file no. 005-45417), and is incorporated herein by reference. The Merger Agreement is filed as Exhibit 1.2 pursuant to the Securities Exchange Act on November 21, 2002 (file no. 000-27324), and is incorporated herein by reference.

Because the Synaptic Preferred Stock is convertible into 6,429,923 shares of common stock, pursuant to the SNAP (the "Common Stock"), for purposes of calculating ten percent beneficial ownership, Lundbeck does not "beneficially own" (as defined in Rule 16a-1(a)(1) promulgated under the Securities Exchange Act) 6,429,923 shares of Series B Preferred Stock and 25,452 shares of Series C Preferred Stock. However, for purposes of this Form 3, Lundbeck does not "beneficially own" (as defined in Rule 16a-1(a)(2) promulgated under the Securities Exchange Act) equity security of Synaptic.

(2) The Synaptic Preferred Stock is subject to mandatory redemption as follows: (i) on August 3, 2002, fifty percent (50%) of Synaptic Preferred Stock outstanding on such date, and (ii) on August 3, 2003, fifty percent (50%) of Synaptic Preferred Stock which remain outstanding as of such date.

(3) The Series B Preferred Stock is convertible into 2,167,535 shares of Common Stock and the Series C Preferred Stock is convertible into 4,262,388 shares of Common Stock.

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

/s/ Hans Henrik Munch-Jensen

November 27th, 2002

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Name: Hans Henrik Munch-Jensen
Title: Senior Vice President - CFO

Date

**Signature of Reporting Person

Note: File three copies of this form, one of which must be manually signed.
If space provided 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.