

Edgar Filing: DUPONT ERIC - Form SC 13G/A

DUPONT ERIC  
Form SC 13G/A  
January 25, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4) \*

AEterna Zentaris Inc.

-----  
(Name of Issuer)

Common Shares

-----  
(Title of Class of Securities)

007975204

-----  
(CUSIP Number)

December 31, 2005

-----  
(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.

Page 1 of 6 Pages

CUSIP No. 007975204

13G

Page 2 of 6 Pages

-----  
1) NAMES OF REPORTING PERSONS

Dr. Eric Dupont

Edgar Filing: DUPONT ERIC - Form SC 13G/A

IRS IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)   
 (b)

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5) SOLE VOTING POWER	4,052,413*
	6) SHARED VOTING POWER	0
	7) SOLE DISPOSITIVE POWER	4,052,413*
	8) SHARED DISPOSITIVE POWER	0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,052,413\*

\* Includes (i) options held by the reporting person to purchase 285,000 Common Shares and (ii) 9,000 Common Shares held by 9143-5842 Quebec (the "Numbered Company"). All Common Shares held by the Numbered Company are deemed to be beneficially owned by the reporting person, who is the sole shareholder of the Numbered Company.

10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 8.7%\*\*

\*\* Based on an aggregate of 46,424,814 Common Shares, which consists of options held by the reporting person to purchase 285,000 Common Shares and 46,139,814 Common Shares issued and outstanding as of December 31, 2005, as reported by the issuer to the reporting person.

12) TYPE OF REPORTING PERSON

IN

CUSIP No. 007975204

13G

Page 3 of 6 Pages

Item 1(a). Name of Issuer:

AEterna Zentaris Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1405, boul. du Parc-Technologique  
 Quebec, Quebec  
 Canada G1P 4P5

Item 2(a). Name of Person Filing:

Edgar Filing: DUPONT ERIC - Form SC 13G/A

Dr. Eric Dupont

---

Item 2(b). Address of Principal Business Office or, if None,  
Residence:

The principal business office address of the reporting person is as follows:

AEterna Zentaris Inc.  
1405, boul. du Parc-Technologique  
Quebec, Quebec  
Canada G1P 4P5

---

Item 2(c). Citizenship:

The citizenship of the reporting person is as follows:

Canada

---

Item 2(d). Title of Class of Securities:

Common Shares

---

Item 2(e). CUSIP Number:

007975204

---

Page 3 of 6 Pages

CUSIP No. 007975204 13G Page 4 of 6 Pages

---

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

---

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.

(a) Amount beneficially owned: 4,052,413\*

(b) Percent of class: 8.7%\*\*

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

4,052,413\*

(ii) Shared power to vote or to direct the vote

0

Edgar Filing: DUPONT ERIC - Form SC 13G/A

(iii) Sole power to dispose or to direct the disposition of

4,052,413\*

(iv) Shared power to dispose or to direct the disposition of

0

\*Includes (i) options held by the reporting person to purchase 285,000 Common Shares and (ii) 9,000 Common Shares held by the Numbered Company. All Common Shares held by the Numbered Company are deemed to be beneficially owned by the reporting person, who is the sole shareholder of the Numbered Company.

\*\* Based on an aggregate of 46,424,814 Common Shares, which consists of options held by the reporting person to purchase 285,000 Common Shares and 46,139,814 Common Shares issued and outstanding as of December 31, 2005, as reported by the issuer to the reporting person.

-----  
Page 4 of 6 Pages

CUSIP No. 007975204

13G

Page 5 of 6 Pages

-----  
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.

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.

Not Applicable.

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

Not Applicable.

-----  
Item 9. Notice of Dissolution of Group.

Not Applicable.

-----  
Item 10. Certification.

Not Applicable.  
-----

Page 5 of 6 Pages

Edgar Filing: DUPONT ERIC - Form SC 13G/A

CUSIP No. 007975204

13G

Page 6 of 6 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: January 24, 2006

/s/ Eric Dupont

-----  
Eric Dupont

Page 6 of 6 Pages