

SIGA TECHNOLOGIES INC
Form SC 13D/A
December 06, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)

SIGA Technologies, Inc.

(Name of issuer)

Common Stock, par value \$0.0001 per share
(Title of class of securities)

826917-10-6
(CUSIP number)

Barry F. Schwartz
35 East 62nd Street
New York, New York 10021
(212) 572-8600
(Name, address and telephone number of person
authorized to receive notices and communications)

November 29, 2007
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), 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 Rule 13d-7 for other parties to whom copies are to be sent.

* 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).

(Continued on following pages)

CUSIP No. 826917-10-6

1. Name of Reporting Person. I.R.S. Identification No. of above person
MacAndrews & Forbes Holdings Inc.
 2. Check the Appropriate Box if a Member of a Group (a)
(b)
 3. SEC Use Only
 4. Source of Funds
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|--|------------|---|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person with | 7. | Sole Voting Power

0 | |
| | 8. | Shared Voting Power

5,909,245 | |
| | 9. | Sole Dispositive Power

0 | |
| | 10. | Shared Dispositive Power

5,909,245 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,909,245
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
16.6%
 14. Type of Reporting Person
CO

CUSIP No. 826917-10-6

1. Name of Reporting Person. I.R.S. Identification No. of above person
MacAndrews & Forbes Inc.
 2. Check the Appropriate Box if a Member of a Group (a)
(b)
 3. SEC Use Only
 4. Source of Funds
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|--|------------|---|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person with | 7. | Sole Voting Power

0 | |
| | 8. | Shared Voting Power

5,909,245 | |
| | 9. | Sole Dispositive Power

0 | |
| | 10. | Shared Dispositive Power

5,909,245 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,909,245
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
16.6%
 14. Type of Reporting Person
CO

CUSIP No. 826917-10-6

1. Name of Reporting Person. I.R.S. Identification No. of above person
TransTech Pharma, Inc.
 2. Check the Appropriate Box if a Member of a Group (a)
(b)
 3. SEC Use Only
 4. Source of Funds
WC
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|--|------------|-------------------------------------|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person with | 7. | Sole Voting Power

0 | |
| | 8. | Shared Voting Power | |
| | 9. | 5,296,634
Sole Dispositive Power | |
| | 10. | 0
Shared Dispositive Power | |
| | | 5,296,634 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,296,634
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 13. Percent of Class Represented by Amount in Row (11)
14.8%
 14. Type of Reporting Person
CO

This statement ("Amendment No. 3") amends and supplements the statement on Schedule 13D, dated August 13, 2003, as amended by Amendment No. 1 thereto dated October 14, 2003 and Amendment No. 2 thereto dated January 8, 2004 (as so amended, the "Schedule 13D"), filed with the Securities and Exchange Commission by MacAndrews & Forbes Holdings Inc. (formerly known as Mafco Holdings Inc.), a Delaware corporation ("Holdings"), and MacAndrews & Forbes Inc. (formerly known as MacAndrews & Forbes Holdings Inc.), a Delaware corporation ("MacAndrews & Forbes"), relating to the shares of common stock, par value \$0.0001 per share ("Common Stock"), of SIGA Technologies, Inc., a Delaware corporation (the "Company"). This Amendment No. 3 is being filed by Holdings, MacAndrews & Forbes and TransTech Pharma, Inc., a Delaware corporation ("TransTech"), with respect to shares of Common Stock that may be deemed to be beneficially owned by the Reporting Persons. MacAndrews & Forbes is a holding company and a direct wholly owned subsidiary of Holdings. TransTech is a corporation in which Mr. Perelman has a direct ownership interest. Mr. Perelman may be deemed to beneficially own the securities deemed to be beneficially owned by TransTech. The Company has its principal executive offices at 420 Lexington Avenue, Suite 601, New York, New York 10170. Capitalized terms used herein shall have the meanings ascribed to them in the Schedule 13D unless otherwise defined herein.

Item 2. Identity and Background.

Item 2 is hereby amended by adding the following at the end thereof:

(a)-(c) A restated Schedule I, which includes the identity, business address and occupation or employment information for the directors of Holdings and the executive officers of each of the Reporting Persons, is attached hereto.

Each of the persons named on Schedule I (the "Schedule I Persons") is a United States citizen. During the last five years, none of the Reporting Persons or the Schedule I Persons has (i) been convicted in a criminal proceeding (excluding minor traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

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

The following is added to the response to Item 3:

As described in Item 5 below, on November 29, 2007, MacAndrews & Forbes acquired 288,474 shares of Common Stock for an aggregate purchase price of \$1,047,161, which funds were obtained from cash on hand.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by adding the following at the end thereof:

Based upon information contained in the Quarterly Statement on Form 10-Q for the period ended September 30, 2007, there were 33,900,561 shares of Common Stock outstanding as of November 7, 2007. The Reporting Persons (other than TransTech) may be deemed to share beneficial ownership of 5,909,245 shares of Common Stock, representing approximately 16.6% of the Common Stock deemed to be outstanding (which includes certain shares of Common Stock deemed to be beneficially owned by the Reporting Persons (other than TransTech) but not outstanding). The Reporting Persons (other than TransTech) have shared power to vote and dispose of the shares of Common Stock that they own or would own upon exercise of the Warrants held by such Reporting Persons.

In addition, TransTech may be deemed to have beneficial ownership of 5,296,634 shares of Common Stock, representing approximately 14.8% of the Common Stock deemed to be outstanding (which includes certain shares of Common Stock deemed to be beneficially owned by TransTech but not outstanding). TransTech has sole power to vote and dispose of the shares of Common Stock that it owns or would own upon exercise of the TransTech Warrant.

Dr. Eric A. Rose, the Chief Executive Officer and Chairman of the Board of the Company and a Director of TransTech, beneficially owns 918,610 shares of Common Stock (which includes certain shares of Common Stock deemed to be beneficially owned by Dr. Rose but not outstanding), representing approximately 2.6% of the Common Stock outstanding.

Donald G. Drapkin, a Director of TransTech, beneficially owns 1,818,326 shares of Common Stock (which includes certain shares of Common Stock deemed to be beneficially owned by Mr. Drapkin but not outstanding), representing approximately 5.1% of the Common Stock outstanding.

Barry F. Schwartz, a Director of TransTech and the Executive Vice Chairman of Holdings and MacAndrews & Forbes, beneficially owns 52,966 shares of Common Stock (which includes certain shares of Common Stock deemed to be beneficially owned by Mr. Schwartz but not outstanding), representing approximately 0.2% of the Common Stock outstanding.

Paul G. Savas, a Director of TransTech and the Executive Vice President and Chief Financial Officer of Holdings, beneficially owns 81,664 shares of Common Stock (which includes certain shares of Common Stock deemed to be beneficially owned by Mr. Savas but not outstanding), representing approximately 0.2% of the Common Stock outstanding.

Dr. Adnan M. Mjalli, the President and Chief Executive Officer of TransTech, beneficially owns 55,000 shares of Common Stock (which includes certain shares of Common Stock deemed to be beneficially owned by Mr. Mjalli but not outstanding), representing approximately 0.2% of the Common Stock outstanding.

(c) The following transactions were effected during the past sixty days by the persons named above:

On November 29, 2007, MacAndrews & Forbes acquired 288,474 shares of Common Stock for a purchase price of \$3.63 per share in a privately-negotiated transaction.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information in this statement is true, complete and correct.

Dated: December 6, 2007

**MACANDREWS & FORBES HOLDINGS INC.
MACANDREWS & FORBES INC.**

By: /s/ Barry F. Schwartz

Name: Barry F. Schwartz
Title: Executive Vice
Chairman

TRANSTECH PHARMA, INC.

By: /s/ Anne L. Showalter

Name: Anne L. Showalter
Title: Senior Vice
President –
Legal Affairs and
Secretary

AMENDED AND RESTATED SCHEDULE I

**DIRECTORS AND EXECUTIVE OFFICERS
OF MACANDREWS & FORBES HOLDINGS INC., MACANDREWS & FORBES INC. AND
TRANSTECH PHARMA, INC.**

The name, business address, present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each of the directors and executive officers of MacAndrews & Forbes Holdings Inc., MacAndrews & Forbes Inc. and TransTech Pharma, Inc. are set forth below. If no business address is given for a director or officer of MacAndrews & Forbes Holdings Inc. or MacAndrews & Forbes Inc., the director's or officer's address is MacAndrews & Forbes Holdings Inc., 35 East 62nd Street, New York, New York 10021. If no business address is given for a director or officer of TransTech Pharma, Inc., the director's or officer's address is TransTech Pharma, Inc., 4170 Mendenhall Oaks Parkway, Suite 110, High Point, North Carolina 27265.

MACANDREWS & FORBES HOLDINGS INC.

Name and Position (if different from Principal Occupation or Employment)	Present Principal Occupation or Employment and Address
Ronald O. Perelman	Director, Chairman and Chief Executive Officer of MacAndrews & Forbes Holdings Inc.
Barry F. Schwartz	Director, Executive Vice Chairman of MacAndrews & Forbes Holdings Inc.
Paul G. Savas	Executive Vice President and Chief Financial Officer of MacAndrews & Forbes Holdings Inc.

MACANDREWS & FORBES INC.

Name and Position (if different from <u>Principal Employment</u>)	<u>Present Principal Occupation or Employment and Address</u>
Ronald O. Perelman Director, Chairman and Chief Executive Officer	Director, Chairman and Chief Executive Officer of MacAndrews & Forbes Holdings Inc.
Barry F. Schwartz Executive Vice Chairman	Director, Executive Vice Chairman of MacAndrews & Forbes Holdings Inc.

TRANSTECH PHARMA, INC.

<u>Name and Position (if different from Principal Employment)</u>	<u>Present Principal Occupation or Employment and Address</u>
Adnan M. M. Mjalli, Ph.D.	Director, President and Chief Executive Officer
Eric Rose, M.D. Director	Valentine Mott/Johnson and Johnson Professor and Chairman of the Department of Surgery at Columbia University and Surgeon-in-Chief of The Presbyterian Hospital
Donald G. Drapkin Director	Vice Chairman of Lazard International
Barry F. Schwartz Director	Director, Executive Vice Chairman of MacAndrews & Forbes Holdings Inc.
Paul G. Savas Director	Executive Vice President and Chief Financial Officer of MacAndrews & Forbes Holdings Inc.
Anne L. Showalter	Senior Vice President – Legal Affairs and Secretary
Stephen L. Holcomb	Senior Vice President – Chief Financial Officer and Treasurer
Stephen J. Ireland	Senior Vice President – Business Development