

PYXIS INNOVATIONS INC
Form 4
May 21, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PYXIS INNOVATIONS INC

2. Issuer Name and Ticker or Trading Symbol
INTERLEUKIN GENETICS INC
[ILIU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7575 FULTON STREET EAST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2013

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

ADA, MI 49355-0001

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	05/17/2013		C	28,160,200	A	Ⓣ	35,044,256	D
Common Stock	05/17/2013		C	2,521,222	A	\$ 5.6783	37,565,478	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series A-1 Preferred Stock	<u>(1)</u>	05/17/2013		C		5,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock 28,16
Convertible Promissory Notes	\$ 5.6783	05/17/2013		C		14,316,255	<u>(2)</u>	<u>(2)</u>	Common Stock 2,52

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PYXIS INNOVATIONS INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X		
Alticor Global Holdings Inc. 7575 FULTON STREET EAST ADA, MI 49355-0001		X		
SOLSTICE HOLDINGS INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X		
ALTICOR INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X		

Signatures

/s/ Rainey S. Repins, Assistant Secretary	05/21/2013
**Signature of Reporting Person	Date
ALTICOR GLOBAL HOLDINGS INC., /s/ Cheon Kim, Assistant Secretary	05/21/2013
**Signature of Reporting Person	Date
SOLSTICE HOLDINGS INC., /s/ Cheon Kim, Assistant Secretary	05/21/2013
**Signature of Reporting Person	Date
ALTICOR INC., /s/ Cheon Kim, Assistant Secretary	05/21/2013

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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

On May 17, 2013, Pyxis Innovations Inc. ("Pyxis") converted 5,000,000 shares of the Issuer's Series A-1 preferred stock into 28,160,200 shares of common stock. The Series A-1 was convertible into an aggregate of 28,160,200 shares of the Issuer's common stock (equal to \$9 million divided by \$0.3196, under the terms of the Series A-1 Preferred Stock). Such conversion right did not expire.

On May 17, 2013, Pyxis converted seven convertible promissory notes in the aggregate principal amount of \$14,316,255 issued by the Issuer at a conversion price of \$5.6783 per share, resulting in the acquisition by Pyxis of 2,521,222 shares of the Issuer's common stock. The notes were convertible at any time before the payment in full of notes, which had a maturity date of March 31, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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