

BIOENVISION INC
Form 3
June 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

GENZYME CORP

(Last) (First) (Middle)

C/O GENZYME CORPORATION, 500 KENDALL STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/29/2007

3. Issuer Name and Ticker or Trading Symbol
BIOENVISION INC [BIVN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 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 of Indirect Beneficial Ownership (Instr. 5)

No securities beneficially owned (1) (2) (3) (4) \$ 0

I (1) (2) (3) (4) See footnotes (1) (2) (3) (4)

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

SEC 1473 (7-02)

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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

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GENZYME CORP C/O GENZYME CORPORATION 500 KENDALL STREET CAMBRIDGE, MA 02142	^	^ X	^	^
Wichita Bio CORP C/O GENZYME CORPORATION 500 KENDALL STREET CAMBRIDGE, MA 02142	^	^ X	^	^

Signatures

/s/ Peter S. Wirth, Chief Legal Officer & Executive Vice President 06/08/2007

__Signature of Reporting Person Date

/s/ Peter S. Wirth, Secretary & Vice President 06/08/2007

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

(1) Genzyme Corporation ("Genzyme") and Wichita Bio Corporation ("Wichita Bio"), a wholly-owned subsidiary of Genzyme, are filing this Form 3 solely because they may be deemed beneficial owners pursuant to Section 13(d) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), of 15,732,698 shares of common stock (the "Shares") of Bioenvision, Inc. ("Bioenvision"), consisting of 6,099,114 shares of Bioenvision's common stock, par value \$0.001 per share (the "Common Shares"), options to purchase 5,058,575 Common Shares, warrants to purchase 75,009 Common Shares and 2,250,000 shares of Series A Convertible Participating Preferred Stock, par value \$0.001 per share (the "Preferred Shares").

(2) The Shares are subject to Tender and Voting Agreements (each, a "Tender and Voting Agreement"), dated as of May 29, 2007, between Genzyme, Wichita Bio and each of Perseus-Soros Biopharmaceutical Fund L.P., Andrew Schiff, Christopher Wood, David Luci, Hugh Griffith, Ian Abercrombie, James Scibetta, Joseph Cooper, Kristen Dunker, Michael Kauffman, Robert Sterling, Steven Elms and Thomas Scott Nelson (each, a "Stockholder" and collectively, the "Stockholders").

(3) The Tender and Voting Agreements were entered into in connection with the Agreement and Plan of Merger, dated as of May 29, 2007, by and among Genzyme, Bioenvision and Wichita Bio (the "Merger Agreement"). For additional information regarding the Tender and Voting Agreements, see the Schedule 13D filed by Genzyme and Wichita Bio with the Securities and Exchange Commission on the date hereof.

(4) Genzyme and Wichita Bio each disclaim beneficial ownership of the Shares and this filing shall not be deemed an admission that Genzyme and/or Wichita Bio are the beneficial owners of the Shares for purposes of Section 16 of the Exchange Act or for any other purpose. Neither Genzyme nor Wichita Bio has a "pecuniary interest" in the Shares.

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