

Edgar Filing: XCYTE THERAPIES INC - Form SC 13G/A

XCYTE THERAPIES INC  
Form SC 13G/A  
February 13, 2006

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Xcyte Therapies, Inc.  
(Name of Issuer)

Common stock, par value \$0.001 per share  
(Title of Class of Securities)

98389F309  
(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 purposes 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).

CUSIP No. 98389F309

-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge Capital Corporation

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
(b)

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 187 shares of Common Stock.  
See Item 4(a).

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.

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

[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))

(12) TYPE OF REPORTING PERSON \*\*  
00

CUSIP No. 98389F309

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge International LLC

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [X]

(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

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NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
187 shares of Common Stock.  
OWNED BY See Item 4(a).

EACH (7) SOLE DISPOSITIVE POWER  
-0-

REPORTING (8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.

PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))

(12) TYPE OF REPORTING PERSON \*\*  
00-Limited Liability Company

CUSIP No. 98389F309

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Highbridge Capital Management, LLC 20-1901985

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [X]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
187 shares of Common Stock.  
OWNED BY See Item 4(a).

EACH (7) SOLE DISPOSITIVE POWER  
-0-

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REPORTING PERSON WITH

(8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))

(12) TYPE OF REPORTING PERSON \*\*  
OO-Limited Liability Company

CUSIP No. 98389F309

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Highbridge Master L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [X]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands, British West Indies

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(5) SOLE VOTING POWER  
-0-

(6) SHARED VOTING POWER  
187 shares of Common Stock.  
See Item 4(a).

(7) SOLE DISPOSITIVE POWER  
-0-

(8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.

(10) CHECK BOX IF THE AGGREGATE AMOUNT

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IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))

(12) TYPE OF REPORTING PERSON \*\*  
PN-Partnership

CUSIP No. 98389F309

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge Capital L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a) [X]

(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
187 shares of Common Stock.  
OWNED BY See Item 4(a).

EACH (7) SOLE DISPOSITIVE POWER  
-0-

REPORTING (8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.  
PERSON WITH

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.

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

[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))

(12) TYPE OF REPORTING PERSON \*\*  
PN-Partnership

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CUSIP No. 98389F309

-----

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge GP, Ltd.

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)  [X]  
(b)  [ ]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

-----

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 187 shares of Common Stock.  
EACH See Item 4(a).

REPORTING (7) SOLE DISPOSITIVE POWER  
PERSON WITH -0-

(8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))

-----

(12) TYPE OF REPORTING PERSON \*\*  
OO-Limited Liability Company

-----

CUSIP No. 98389F309

-----

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Highbridge GP, LLC

-----

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (6) SHARED VOTING POWER  
187 shares of Common Stock.  
OWNED BY See Item 4(a).

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))

(12) TYPE OF REPORTING PERSON \*\*  
OO-Limited Liability Company

CUSIP No. 98389F309

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Glenn Dubin

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
187 shares of Common Stock.  
OWNED BY See Item 4(a).  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
-0-  
REPORTING  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))  
-----  
(12) TYPE OF REPORTING PERSON \*\*  
IN  
-----

CUSIP No. 98389F309

-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
  
Henry Swieca  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
  
(a) [X]  
(b) [ ]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----

-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES -0-  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
187 shares of Common Stock.  
OWNED BY See Item 4(a).  
-----



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EACH (7) SOLE DISPOSITIVE POWER  
-0-

REPORTING -----  
(8) SHARED DISPOSITIVE POWER  
187 shares of Common Stock.

PERSON WITH -----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
187 shares of Common Stock.

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.0% (See Item 4(b))

-----  
(12) TYPE OF REPORTING PERSON \*\*  
IN  
-----

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G filed on November 8, 2004 (as amended, the "Schedule 13G") with respect to shares of common stock (the "Common Stock") of Xcyte Therapies, Inc., a Washington corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates items 2 (a), 2(b), 2(c), 4 and 5 in their entirety as set forth below.

Item 2(a). Name of Person Filing  
Item 2(b). Address of Principal Business Office  
Item 2(c). Citizenship

Highbridge International LLC  
The Cayman Corporate Centre, 4th Floor  
27 Hospital Road  
Grand Cayman, Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Corporation  
The Cayman Corporate Centre, 4th Floor  
27 Hospital Road  
Grand Cayman, Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

Highbridge Master L.P.  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

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Highbridge Capital L.P.  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

Highbridge GP, Ltd.  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge GP, LLC  
c/o Harmonic Fund Services  
Cayman Financial Centre  
Tower C  
36 Dr. Roy's Drive

George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Glenn Dubin  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: United States

Henry Swieca  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: United States

#### Item 4. Ownership

(a) Amount beneficially owned

As of the date of this Statement, each Reporting Person may be deemed the beneficial owner of 187 shares of Common Stock held by Highbridge International LLC.

Highbridge International LLC is a subsidiary of Highbridge Master L.P. Highbridge Capital Corporation and Highbridge Capital L.P. are limited partners of Highbridge Master L.P. Highbridge GP, Ltd. is the General Partner of Highbridge Master L.P. Highbridge GP, LLC is the General Partner of Highbridge Capital L.P. Highbridge Capital Management, LLC is the trading manager of Highbridge Capital Corporation, Highbridge Capital L.P. and Highbridge Master L.P. Glenn Dubin is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. Henry Swieca is a Co-Chief Executive Officer of Highbridge Capital Management, LLC. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person. In addition, each of Highbridge Master L.P., Highbridge Capital Corporation, Highbridge Capital L.P., Highbridge GP, Ltd., Highbridge GP, LLC, Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of shares of Common Stock owned by Highbridge International LLC.

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(b) Percent of class

The Company's quarterly report that was filed on Form 10-Q that was filed on November 14, 2005, indicates there were 19,672,393 shares of Common Stock outstanding as of November 7, 2005. Therefore, based on the Company's outstanding shares of Common Stock issued by the Company, the Reporting Persons may be deemed to beneficially own approximately 0.0% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

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

(i) Sole power to vote or to direct the vote  
0

(ii) Shared power to vote or to direct the vote  
187 shares of Common Stock.

(iii) Sole power to dispose or to direct the disposition of  
0

(iv) Shared power to dispose or to direct the disposition of 187 shares of Common Stock.

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: [x]

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 February 13, 2006

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL CORPORATION

By: /s/ Howard Feitelberg  
-----

By: /s/ Howard Feitelberg  
-----

Name: Howard Feitelberg  
Title: Director

Name: Howard Feitelberg  
Title: Controller

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

HIGHBRIDGE GP, LTD.

By: /s/ Carolyn Rubin  
-----

By: /s/ Clive Harris  
-----

Name: Carolyn Rubin  
Title: Deputy General Counsel

Name: Clive Harris  
Title: Director

HIGHBRIDGE MASTER L.P.

HIGHBRIDGE GP, LLC

By: /s/ Clive Harris  
-----

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By: Highbridge GP, Ltd.  
its General Partner

Name: Clive Harris  
Title: Director

By: /s/ Clive Harris  
-----

Name: Clive Harris  
Title: Director

HIGHBRIDGE CAPITAL L.P.

By: Highbridge GP, LLC  
its General Partner

/s/ Henry Swieca  
-----

HENRY SWIECA

By: /s/ Clive Harris  
-----

Name: Clive Harris  
Title: Director

/s/ Glenn Dubin  
-----

GLENN DUBIN

EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Common Stock of Xcyte Therapies, Inc., a Washington corporation, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of February 13, 2006

HIGHBRIDGE INTERNATIONAL LLC

HIGHBRIDGE CAPITAL CORPORATION

By: /s/ Howard Feitelberg  
-----

Name: Howard Feitelberg  
Title: Director

By: /s/ Howard Feitelberg  
-----

Name: Howard Feitelberg  
Title: Controller

HIGHBRIDGE CAPITAL MANAGEMENT, LLC

HIGHBRIDGE GP, LTD.

By: /s/ Carolyn Rubin  
-----

Name: Carolyn Rubin  
Title: Deputy General Counsel

By: /s/ Clive Harris  
-----

Name: Clive Harris  
Title: Director

HIGHBRIDGE MASTER L.P.

HIGHBRIDGE GP, LLC

By: /s/ Clive Harris  
-----

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By: Highbridge GP, Ltd.  
its General Partner

Name: Clive Harris  
Title: Director

By: /s/ Clive Harris  
-----

Name: Clive Harris  
Title: Director

HIGHBRIDGE CAPITAL L.P.

By: Highbridge GP, LLC  
its General Partner

/s/ Henry Swieca  
-----

HENRY SWIECA

By: /s/ Clive Harris  
-----

Name: Clive Harris  
Title: Director

/s/ Glenn Dubin  
-----

GLENN DUBIN