

INTERLEUKIN GENETICS INC
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No 2)*

Interleukin Genetics, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.001

(Title of Class of Securities)

458738101
(CUSIP Number)

December 31, 2014
(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 (however, see the Notes).

CUSIP No. 93041P100

Page 2 of 8 Pages

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Merlin Biomed Private Equity Advisors, LLC (IRS No. 13-4178606)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(A)

(B)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

5

- 0 -

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

6

900,322

SOLE DISPOSITIVE POWER

WITH:

7

- 0 -

SHARED DISPOSITIVE POWER

8

900,322

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

900,322

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.20% (1)

12

TYPE OF REPORTING PERSON (See Instructions)

IA

(1) This percentage is based upon 172,683,343 shares outstanding as of December 23, 2014, which is the sum of the number of outstanding shares of Common Stock reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission ("SEC") on November 13, 2014 plus an aggregate of 50,099,700 shares of Common Stock issued by the Issuer to certain purchasers on December 23, 2014, as described in the Issuer's Form 8-K filed with the SEC on December 23, 2014.

CUSIP No. 993041P100

Page 3 of 8 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Merlin Nexus IV, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(A)

(B)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

- 0 -

NUMBER OF SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON

6

900,322

SOLE DISPOSITIVE POWER

7

WITH:

- 0 -

SHARED DISPOSITIVE POWER

8

900,322

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

900,322

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.20% (1)

TYPE OF REPORTING PERSON (See Instructions)

12

OO

(1) This percentage is based upon 172,683,343 shares outstanding as of December 23, 2014, which is the sum of the number of outstanding shares of Common Stock reported in the Issuer's Form 10-Q filed with the SEC on November 13, 2014 plus an aggregate of 50,099,700 shares of Common Stock issued by the Issuer to certain purchasers on December 23, 2014, as described in the Issuer's Form 8-K filed with the SEC on December 23, 2014.

CUSIP No. 93041P100

Page 2 of 8 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Dominique Sémon

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(A)

(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

- 0 -

6 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

SHARED VOTING POWER

900,322

7 SOLE DISPOSITIVE POWER

WITH:

- 0 -

8 SHARED DISPOSITIVE POWER

900,322

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

900,322

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

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

5.20% (1)

12 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) This percentage is based upon 172,683,343 shares outstanding as of December 23, 2014, which is the sum of the number of outstanding shares of Common Stock reported in the Issuer's Form 10-Q filed with the SEC on November 13, 2014 plus an aggregate of 50,099,700 shares of Common Stock issued by the Issuer to certain purchasers on December 23, 2014, as described in the Issuer's Form 8-K filed with the SEC on December 23, 2014.

Item 1 (a) Name of Issuer:

Interleukin Genetics Inc.

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

135 Beaver Street
Watham, MA 02452

Item 2 (a) Name of Person Filing:

This Schedule 13G is being filed by each of the following persons (each, a "Reporting Person" and together, the "Reporting Persons"):

(i) Merlin Nexus IV, L.P.

(ii) Merlin BioMed Private Equity Advisors, LLC

(iii) Dominique Sémon

See Exhibit B for the Reporting Persons' agreement for a joint filing of a single statement on their behalf.

(b) Address of Principal Business Office:

424 West 33rd Street, Suite 520
New York, NY 10001

(c) Citizenship:

Merlin Nexus IV, L.P. is a Delaware Limited Partnership. Merlin BioMed Private Equity Advisors, LLC is a Delaware Limited Liability Company. Dominique Sémon is a citizen of Switzerland.

(d) Title of Class of Securities:

Common Stock, par value \$0.001 per share (the "Common Stock").

(e) CUSIP Number:

458738101

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership:

* See Attachment A.

(a) Amount beneficially owned: 900,322

(b) Percent of class: 5.20%

(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: 900,322

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

(iv) Shared power to dispose or to direct the disposition of: 900,322

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.

Various other persons have the right to receive or the power to direct the receipt of dividends from, or proceeds from sale of, the securities whose ownership is reported on this Schedule 13G. No other person's interest in such securities relates to more than five percent of the class.

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. Certifications.

By signing below I hereby certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURES

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.

February 17, 2014

Merlin Biomed Private Equity Advisors, LLC

By: /s/ Dominique Sémon
Name: Dominique Sémon
Title: Managing Member

Merlin Nexus IV, L.P.

By: Merlin Nexus IV, LLC, General Partner

By: /s/ Dominique Sémon
Name: Dominique Sémon
Title: Managing Member

Dominique Sémon

By: /s/ Dominique Sémon
Name: Dominique Sémon

ATTACHMENT A

As of December 31, 2014, Merlin Nexus IV, L.P. (“Merlin IV”) was the holder of 900,322 shares of Common Stock, par value \$0.001 per share of INTERLEUKIN GENETICS, INC. (“Common Stock”). Merlin BioMed Private Equity Advisors, LLC, a Delaware limited liability company (“Merlin”) is the investment adviser to Merlin IV. Dominique Sémon is the Managing Member of Merlin. As of December 31, 2014, Merlin IV, Merlin and Dominique Sémon may be deemed, including by virtue of their mutual affiliation, as sharing voting power and dispositive power, and consequently to be beneficial owners, of the 900,322 shares of Common Stock held by Merlin IV, constituting 5.20% of the outstanding shares of Common Stock. The foregoing percentage is based upon 172,683,343 shares outstanding as of December 23, 2014, which is the sum of the number of outstanding shares of Common Stock reported in the Issuer’s Form 10-Q filed with the SEC on November 13, 2014 plus an aggregate of 50,099,700 shares of Common Stock issued by the Issuer to certain purchasers on December 23, 2014, as described in the Issuer’s Form 8-K filed with the SEC on December 23, 2014.