INTERLEUKIN GENETICS INC

Form 4 June 13, 2008

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

SECURITIES

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

(Last)

Common

Stock

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

(First)

7575 FULTON STREET EAST

2. Issuer Name and Ticker or Trading

Symbol

INTERLEUKIN GENETICS INC

3. Date of Earliest Transaction

(Month/Day/Year) 06/11/2008

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

5. Amount of

Securities

Beneficially

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

6.

Person

ADA, MI 49355-0001

(Zip) (City) (State)

06/11/2008

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

2. Transaction Date 2A. Deemed 1.Title of 3. 4. Securities Acquired (A) Execution Date, if Security (Month/Day/Year) Transaction Disposed of (D) (Instr. 3) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 3 and 4)

(Instr. 4)

Ownership

Form:

or Code Amount (D) Price

(A)

943,032 \mathbf{C}

A 0.6392 (1) (1)

6,884,057

D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of Derivative TransactionSecurities Acquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and	
	Security						Date Exercisable	Expiration Date	Title
Convertible Promissory Note	\$ 0.6392 (1)	06/11/2008		Code V	V (A)	(D) \$ 602,786.16	<u>(1)</u>	<u>(1)</u>	Commor Stock
Convertible Promissory Note	\$ 5.6783 (2)	06/11/2008		C	\$ 4,000,000 (2)		(2)	(2)	Commor Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Maress	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				
ALTICOR HOLDINGS INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X				
ALTICOR INC 7575 FULTON STREET EAST ADA, MI 49355-0001		X				

Signatures

/s/ Kim S. Mitchell, Assistant Secretary					
**Signature of Reporting Person	Date				
ALTICOR GLOBAL HOLDINGS INC., /s/ Kim S. Mitchell, Assistant Secretary	06/13/2008				
**Signature of Reporting Person	Date				
ALTICOR HOLDINGS INC. (NKA SOLSTICE HOLDINGS INC.), /s/ Kim S. Mitchell, Assistant Secretary	06/13/2008				
**Signature of Reporting Person	Date				
ALTICOR INC., /s/ Kim S. Mitchell, Assistant Secretary	06/13/2008				

Reporting Owners 2

**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).
- Pyxis held a convertible promissory note issued by the Issuer with an aggregate original principal amount of \$595,336 which it elected to convert on June 11, 2008. The original principal amount of the convertible promissory note, plus accrued interest thereon, was convertible into common stock at any time at a conversion price equal to two times the conversion price of the Issuer's Series A Preferred Stock in effect at the time of the conversion and the note was convertible at any time at the option of Pyxis.
 - Pyxis was issued a convertible promissory note issued by the Issuer with an original principal amount of \$4,000,000. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any
- (2) time at the option of Pyxis. This promissory note will be convertible into shares of common stock at a conversion price equal to two times the conversion price of the Issuer's Series A Preferred Stock in effect at the time of conversion. As of June 11, 2008, the convertible promissory note would have been convertible into 704,436 shares of the Issuer's common stock.

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.

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