

Edgar Filing: CELL THERAPEUTICS INC - Form SC 13G/A

CELL THERAPEUTICS INC
Form SC 13G/A
February 01, 2005

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934*

(Amendment No. 1)

Cell Therapeutics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

150934107

(CUSIP Number)

January 25, 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 on 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. 150934107

13G

Page 2 of 9 Pages

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Duquesne Capital Management, L.L.C.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

	5	SOLE VOTING POWER
		0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER
		4,208,200
	7	SOLE DISPOSITIVE POWER
		0
	8	SHARED DISPOSITIVE POWER
		4,208,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,208,200

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.8%

12 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTION BEFORE FILLING OUT!

-2-

CUSIP No. 150934107

13G

Page 3 of 9 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Stanley F. Druckenmiller

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER 0
6 SHARED VOTING POWER 4,208,200
7 SOLE DISPOSITIVE POWER 0
8 SHARED DISPOSITIVE POWER 4,208,200

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,208,200

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.8%

12 TYPE OF REPORTING PERSON* IN

*SEE INSTRUCTION BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Steeler Fund, Ltd.

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	5	SOLE VOTING POWER
		0
NUMBER OF	-----	-----
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		3,087,500
OWNED BY	-----	-----
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	-----	-----
WITH	8	SHARED DISPOSITIVE POWER
		3,087,500

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 3,087,500

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
 5.0%

12 TYPE OF REPORTING PERSON*
 CO

*SEE INSTRUCTION BEFORE FILLING OUT!

This Amendment No. 1 to Schedule 13G (this "Amendment No. 1") is being filed with respect to the Common Stock (as defined in Item 2(d) below) of Cell Therapeutics, Inc., a Washington corporation, to amend the Schedule 13G filed on January 24, 2005 and to include an additional Reporting Person. Capitalized terms used but not defined herein have the meaning ascribed thereto in the Schedule 13G.

Item 2(a): Name of Person Filing:

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Item 2(a) of the Schedule 13G is hereby amended by the deletion of the entirety of the text thereof and its replacement with the following:

This Schedule 13G (this "Schedule 13G") with respect to the Common Stock of the Company is filed by:

1. Duquesne Capital Management, L.L.C., a Pennsylvania limited liability company ("Duquesne Capital"), which serves as the investment manager to Steeler Fund, Ltd., a Cayman Islands exempted limited liability company ("Steeler"), and several other investment funds (the "Funds"), with respect to shares of Common Stock directly beneficially owned by the Funds (collectively, the "Shares");
2. Mr. Stanley F. Druckenmiller ("Mr. Druckenmiller"), who serves as the managing member of Duquesne Capital, with respect to the Shares. Mr. Druckenmiller also serves as the managing member of Duquesne Holdings, LLC, a limited liability company organized under the laws of Anguilla, British West Indies ("Duquesne Holdings"), which acts as general partner to certain of the Funds, and which has the power to replace Duquesne Capital as investment manager of those Funds within 60 days or less; and
3. Steeler, with respect to shares of Common Stock directly owned by it.

Duquesne Capital may be deemed to beneficially own the Shares by virtue of its position as investment manager of the Funds. Mr. Druckenmiller may be deemed to beneficially own the Shares by virtue of his position as managing member of Duquesne Capital, and as managing member of Duquesne Holdings. Duquesne Capital, Mr. Druckenmiller and Steeler are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

-5-

Item 2(b): Address of Principal Business Office or, if None, Residence:

Item 2(b) of the Schedule 13G is hereby amended by the deletion of the entirety of the text thereof and its replacement with the following:

The address of the principal business office of Duquesne Capital and Mr. Druckenmiller is 40 West 57th Street, 25th Floor, New York, New York 10019. The address of the principal business office of Steeler is 2nd Floor, Harbour Centre, Georgetown, Grand Cayman.

Item 2(c): Citizenship:

Item 2(c) of the Schedule 13G is hereby amended by the deletion of the entirety of the text thereof and its replacement with the following:

Duquesne Capital is organized under the laws of the Commonwealth of Pennsylvania. Mr. Druckenmiller is a citizen of the United States of America. Steeler is organized under the laws of the Cayman Islands.

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Item 4: Ownership:

Item 4 of the Schedule 13G is hereby amended by the deletion of the entirety of the text thereof and its replacement with the following:

A. Duquesne Capital

(a) Amount beneficially owned: 4,208,200. This amount represents 3,508,200 shares of Common Stock held by the Funds and 700,000 shares of Common Stock issuable upon conversion of \$7,000,000 face value of the Company's 5.75% Convertible Senior Subordinated Notes held by the Funds (the "Notes").

(b) Percent of class: 6.8%. The percentages used herein and in the rest of this Schedule 13G are calculated based upon a total of 61,738,188 shares of Common Stock outstanding, equal to the sum of (i) the 61,038,188 shares of Common Stock issued and outstanding as of October 29, 2004, as reflected in the Company's Report on Form 10-Q for the quarter ended September 30, 2004 and (ii) the 700,000 shares issuable upon conversion of the Notes.

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

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 4,208,200
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,208,200

-6-

B. Mr. Druckenmiller

(a) Amount beneficially owned: 4,208,200

(b) Percent of class: 6.8%.

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

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 4,208,200
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 4,208,200

C. Steeler

(a) Amount beneficially owned: 3,087,500

(b) Percent of class: 5.0%.

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

- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,087,500
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,087,500

Item 12: Certification:

Each Reporting Person hereby makes the following certification:

By signing below I 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

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with or as a participant in any transaction having that purpose or effect.

-7-

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 1, 2005

DUQUESNE CAPITAL MANAGEMENT, L.L.C.

By: /s/ Gerald Kerner

Name: Gerald Kerner
Title: Managing Director

STANLEY F. DRUCKENMILLER

By: /s/ Gerald Kerner

Name: Gerald Kerner
Title: Managing Director

STEELER FUND, LTD.

By: Duquesne Capital Management, L.L.C.,
its investment manager

By: /s/ Gerald Kerner

Name: Gerald Kerner
Title: Managing Director

[SIGNATURE PAGE TO AMENDMENT NO. 1 TO SCHEDULE 13G WITH RESPECT TO
CELL THERAPEUTICS, INC.]

EXHIBIT INDEX

Exhibit 99.1: Joint Filing Agreement, by and among Duquesne Capital Management,
L.L.C., Stanley F. Druckenmiller and Steeler Fund, Ltd., dated

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February 1, 2005.