

REPOS THERAPEUTICS INC.

Form SC 13G/A

March 21, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

**Repos Therapeutics, Inc.**

(Name of Issuer)

Common Stock

(Title of Class of Securities)

**76028H209**

(CUSIP Number)

March 15, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

S 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).

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 control number.

SEC 1745 (12-02)

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names of reporting persons

i.r.s. identification no. of above  
persons (entities only)

1.

**Perceptive Advisors LLC**

2.

check the appropriate box if a (a) £  
group\* (b) £  
sec use only

3.

citizenship or place of organization

4.

**Delaware, United States of America**

number of  
shares

5. sole voting power 0

beneficially  
owned by

6. shared voting power 812,560

each  
reporting

7. sole dispositive power 0

person  
with:

8. shared dispositive power 812,560

9.

aggregate amount beneficially  
owned by each reporting 812,560  
person

10.

check box if the aggregate amount in  
row (9) excludes certain shares (See  
Instructions) £

11.

percent of class represented  
by amount in row (9) 4.35%

12.

type of reporting person (See  
Instructions) IA

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names of reporting persons

i.r.s. identification no. of above persons  
(entities only)

13.

**Joseph Edelman**

14.

check the appropriate box if a (a) £  
group\* (b) £  
sec use only

15.

citizenship or place of organization

16.

**United States of America**

number of  
shares

17. sole voting power **0**

beneficially  
owned by

18. shared voting power **812,560**

each  
reporting

19. sole dispositive power **0**

person  
with:

20. shared dispositive power **812,560**

21.

aggregate amount beneficially  
owned by each reporting **812,560**  
person

22.

check box if the aggregate amount in  
row (9) excludes certain shares (See  
Instructions) **£**

23.

percent of class represented by **4.35%**  
amount in row (9)

24.

type of reporting person (See **IN**  
Instructions)

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Item 1.

(a) Name of Issuer: Repros Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices: **2408 Timberloch Pl., Suite B-7 Woodlands, TX 77380**

Item 2.

(a) Name of Person Filing: **This Schedule 13G/A (the "Schedule") is being filed with respect to shares of Common Stock (as defined below) of Repros Therapeutics, Inc. (the "Issuer") which are beneficially owned by Perceptive Advisors LLC and Joseph Edelman (together, the "Reporting Persons"). See Item 4 below.**

(b) Address of Principal Business Office or, if none, Residence: **499 Park Avenue, 25<sup>th</sup> Floor New York, NY 10022**

(c) Citizenship: Perceptive Advisors LLC is a Delaware limited liability

company and Joseph  
Edelman is a United  
States Citizen.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 76028H209

If this statement is filed pursuant to  
Item 8240.13d-1(b) or 240.13d-2(b) or  
3. (c), check whether the person filing  
is a:

(a) ☐ Broker or dealer registered under  
section 15 of the Act (15 U.S.C.  
78o).

(b) ☐ Bank as defined in section  
3(a)(6) of the Act (15 U.S.C.  
78c).

(c) ☐ Insurance company as defined in  
section 3(a)(19) of the Act (15  
U.S.C. 78c).

(d) ☐ Investment company registered  
under section 8 of the Investment  
Company Act of 1940 (15 U.S.C  
80a-8).

(e) ☐ An investment adviser in  
accordance with  
§240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or  
endowment fund in accordance  
with §240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or  
control person in accordance  
with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined  
in Section 3(b) of the Federal  
Deposit Insurance Act (12 U.S.C.  
1813);

(i) ☐ A church plan that is excluded  
from the definition of an

investment company under  
section 3(c)(14) of the  
Investment Company Act of  
1940 (15 U.S.C. 80a-3);

(j)£ Group, in accordance with  
§240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- |     |  |
|-----|--|
|     | The Reporting<br>Persons<br>beneficially<br>own 812,560<br>shares of<br>Common Stock<br>held by a<br>private<br>investment fund  |
| (a) | Amount to which<br>beneficially owned: Perceptive<br>Advisors LLC<br>serves as the<br>investment<br>manager. Mr.<br>Edelman is the<br>managing<br>member of<br>Perceptive<br>Advisors LLC.                                 |
| (b) | Percent The beneficial<br>of ownership of<br>class: 4.35% is based<br>on the<br>18,643,986<br>outstanding<br>shares of<br>Common Stock<br>of the Issuer as<br>of March 8,<br>2013, as<br>disclosed on the<br>Issuer's 10-K |



filed with the  
SEC on March  
18, 2013.

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

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

Shared  
power to  
(ii) vote or to 812,560  
direct the  
vote:

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

Shared  
power to  
(iv) dispose or to 812,560  
direct the  
disposition  
of:

**Ownership of Five  
Item 5 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:  
S.

Item 6 Ownership of More  
than Five Percent on  
Behalf of Another  
Person

Not applicable.

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.

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Identification  
and  
Item 8. Classification  
of Members  
of the Group.

Not applicable.

Notice of  
Item 9. Dissolution of  
Group.

Not applicable.

Item 10. Certification

The following  
certification  
shall be  
included if the  
statement is  
filed pursuant  
to  
§240.13d-1(b):

(a) By signing  
below I certify  
that, to the best  
of my  
knowledge and  
belief, the  
securities  
referred to  
above were  
acquired and  
are held in the  
ordinary course  
of business and  
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. S

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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.

March 20, 2013

Date

PERCEPTIVE ADVISORS LLC

/s/ Joseph Edelman

Signature

Joseph Edelman/Managing Member

Name/Title

March 20, 2013

Date

/s/ Joseph Edelman

Signature

Joseph Edelman

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

*NOTE:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)