

Edgar Filing: AnorMED Inc. - Form SC 13D/A

AnorMED Inc.  
Form SC 13D/A  
January 26, 2006

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

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)

ANORMED, INC.

-----  
(Name of Issuer)

COMMON STOCK, NO PAR VALUE PER SHARE

-----  
(Title of Class of Securities)

035910108

-----  
(CUSIP Number)

LEO KIRBY  
667 MADISON AVENUE, 19TH FLOOR  
NEW YORK, NY 10021  
(212) 521-2418

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

JANUARY 24, 2006

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*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 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 (the "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).

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SCHEDULE 13D

CUSIP NO. 035910108

PAGE 2

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Julian C. Baker

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

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

9,411,500

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

9,411,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,411,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |\_  
(See Instructions)

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

23.3%

14 TYPE OF REPORTING PERSON (See Instructions)  
IN

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SCHEDULE 13D

CUSIP NO. 035910108

PAGE 3

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Felix J. Baker

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

3 SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

25,000

8 SHARED VOTING POWER  
9,411,500

9 SOLE DISPOSITIVE POWER  
25,000

10 SHARED DISPOSITIVE POWER  
9,411,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,436,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  (See Instructions)

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

23.3%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

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This Amendment No. 3 to Schedule 13D is being filed by Julian C. Baker and Felix J. Baker (the "Reporting Persons") to supplement the statements on Schedule 13D previously filed by them, as heretofore amended. Except as supplemented herein, such statements, as heretofore amended and supplemented, remain in full force and effect.

ITEM 4. PURPOSE OF TRANSACTION.

Following the filing by the Reporting Persons of their Amendment No. 2 to their statement on Schedule 13D, the Reporting Persons were informed that a special committee has been formed, consisting of all directors except for Felix Baker and Michael Abrams, to evaluate and respond to the Reporting Persons' proposal to change the composition of the board of directors of the Company.

The Reporting Persons have recommended that the following persons be elected to the board of directors of the Company.

Felix Baker, Ph.D.  
Managing Partner  
Baker Brothers Investments  
667 Madison Ave, 17th floor  
New York, NY 10021  
US citizen

Joseph P. Dougherty, Ph.D.  
Managing Director  
Seaview Securities LLC  
117 E. 55th St.  
New York, NY, 10022  
US citizen

Henry J. Fuchs, MD  
Executive Vice President and Chief Medical Officer  
Onyx Pharmaceuticals  
2100 Powell Street  
Emeryville, CA 94608  
US citizen

Kenneth Galbraith  
Gigha Consulting  
# 800 -15355 24th Avenue  
White Rock, BC  
V4A 2H9  
Canadian citizen

Jacques Lapointe  
Chairman of ConjuChem, Inc.  
P.O. Box 398  
7774 Tenth Sideroad  
Milton, Ontario L9T 4Y9  
Canadian citizen

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Berl Nadler  
Davies Ward Phillips & Vineberg LLP  
44th Floor  
1 First Canadian Place  
Toronto, Ontario M5X 1B1  
Canadian citizen

Kelvin Neu, MD  
Associate  
Baker Brothers Investments  
667 Madison Ave, 17th floor  
New York, NY 10021  
Singapore citizen

The Reporting Persons intend to continue to evaluate their alternatives as circumstances develop.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Agreement regarding the joint filing of this statement.

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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.

January 26, 2006

By: /s/ Julian C. Baker

-----  
Julian C. Baker

By: /s/ Felix J. Baker

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Felix J. Baker

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