

INTERNEURON PHARMACEUTICALS INC
Form SC 13G/A
January 03, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____1_____) *

Interneuron Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

460573108

(CUSIP Number)

December 21, 2001

(Date of Event)

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).

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

Dov Perlysky

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 5 SOLE VOTING POWER
SHARES 2,259,981
BENEFICIALLY
OWNED BY 6 SHARED VOTING POWER
EACH 10,000
REPORTING
PERSON 7 SOLE DISPOSITIVE POWER
WITH 2,259,981

8 SHARED DISPOSITIVE POWER
10,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,269,981

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

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

4.9%

12 TYPE OF REPORTING PERSON*

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IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 460573108

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

Laya Perlysky

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

| | |
|---|--------------------------|
| 5 | SOLE VOTING POWER |
| | 2,259,981 |
| 6 | SHARED VOTING POWER |
| | 10,000 |
| 7 | SOLE DISPOSITIVE POWER |
| | 2,259,981 |
| 8 | SHARED DISPOSITIVE POWER |
| | 10,000 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,269,981

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

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

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4.9%

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Item 1.

- (a) Name of Issuer:
Interneuron Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices:
One Ledgemont Center
99 Hayden Avenue
Lexington, MA 02421

Item 2.

- (a) Name of Person Filing:

This statement is filed on behalf of Dov Perlysky ("Dov")
and Laya Perlysky ("Laya") (together, the "Reporting Parties").
- (b) Address of Principal Business Office:

The Reporting Parties address is 8 Lakeside Drive West, Lawrence,
New York 11559.
- (c) Citizen:

Both are citizens of the United States.
- (d) Title of Class of Securities:
Common Stock, \$.001 par value ("shares").
- (e) CUSIP#:
460573108

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or
13d-2(b), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the
Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance Company as defined in section 3(a)(19) of
the Act
- (d) Investment Company registered under section 8 of the
Investment Company Act of 1940

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- (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
- (i) [] A church plan that is excluded from definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.

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Item 4. Ownership:

(a)(b) The Reporting Parties may each be deemed to beneficially own 2,269,981 shares or 4.9% of the Issuer's shares as follows: (i) 1,719,000 shares owned directly by Dov Perlysky, (ii) 10,000 shares owned by a charitable entity controlled by the Reporting Parties, and (iii) 540,981 shares owned directly by Laya Perlysky (1).

(c) Dov has sole voting and dispositive control of shares owned by him. Laya has sole voting and dispositive power over shares owned directly by her. Both have the voting and dispositive control over shares owned by the charitable entity.

Item 5. Ownership of Five Percent or Less of a Class:

The Reporting Parties own less than five percent.

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:

Not applicable.

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

Not applicable.

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- (1) Dov and Laya Perlysky are husband and wife. Filing of this statement shall not be deemed an admission by Dov Perlysky or Laya Perlysky that they beneficially own the securities attributed to the other for any other purpose. They expressly disclaim beneficial ownership of all securities held by each other.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification: By signing below, we certify that to the best of our knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired and are not held for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as participant in any transaction having such purpose of effect.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the Reporting Persons, each such person or entity certifies that the information set forth in this statement is true, complete and correct.

Dated: January 3, 2002
New York, New York

/s/ Dov Perlysky

Dov Perlysky

Dated: January 3, 2002
New York, New York

/s/ Laya Perlysky

Laya Perlysky