

PUMA BIOTECHNOLOGY, INC.  
Form SC 13G/A  
February 14, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

SCHEDULE 13G

**(Rule 13d-102)**

**Information Statement Pursuant to Rules 13d-1 and 13d-2**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

Puma Biotechnology, Inc.

(Name of Issuer)

Common stock, par value \$0.0001 per share

(Title of Class of Securities)

74587V107

(CUSIP Number)

December 31, 2018

Date of Event Which Requires Filing of the 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 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).

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

**Partner Fund Management, L.P.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2.

(b)  x

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**Delaware**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

**0 shares**

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above**

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

**0%**

12. TYPE OF REPORTING PERSON

**IA; PN**

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

**Partner Fund Management GP, LLC**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2.

(b)  x

SEC USE ONLY

3.

4. CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

**0 shares**

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above**

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

**0%**

12. TYPE OF REPORTING PERSON

**OO**

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

**Partner Investment Management, L.P.**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2.

(b)  x

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**Delaware**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

**0 shares**

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above**

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

**0%**

12. TYPE OF REPORTING PERSON

**IA; PN**



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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

**Partner Investment Management GP, LLC**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2.

(b)  x

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**Delaware**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

**0 shares**

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**See Row 6 above**

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

**0%**

12. TYPE OF REPORTING PERSON

**OO**

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

**Brian D. Grossman**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2.

(b)  x

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**U.S. Citizen**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

**0 shares**

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**See Row 6 above**

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

**0%**

12. TYPE OF REPORTING PERSON

**IN**

CUSIP No. 74587V107 **13G/A** Page 7 of 13 Pages

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

**Christopher M. James**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

2.

(b)  x

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**U.S. Citizen**

SOLE VOTING POWER

5.

NUMBER OF **0**

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY

**0 shares**

EACH

REPORTING 7. SOLE DISPOSITIVE POWER

PERSON **0**

WITH

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**See Row 6 above**

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

**0%**

12. TYPE OF REPORTING PERSON

**IN**

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**Item  
1(a) Name of Issuer**

Puma Biotechnology, Inc.

**Item  
1(b) Address of Issuer's Principal Executive Offices**

10880 Wilshire Boulevard, Suite 2150, Los Angeles, California 90024

**Item  
2(a) Name of Person Filing**

This Schedule 13G/A is being jointly filed by Partner Fund Management, L.P. ("PFM"), Partner Fund Management GP, LLC ("PFM-GP"), Partner Investment Management, L.P. ("PIM"), Partner Investment Management GP, LLC ("PIM-GP"), Brian D. Grossman ("Grossman") and Christopher M. James ("James" and, collectively with PFM, PFM-GP, PIM, PIM-GP and Grossman, the "Reporting Persons") with respect to shares of common stock of the above-named issuer.

The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

**Item  
2(b) Address of Principal Business Office**

The address of the principal business office of each of the Reporting Persons is c/o Partner Fund Management, L.P., 4 Embarcadero Center, Suite 3500, San Francisco, CA 94111.

**Item  
2(c) Citizenship**

Each of PFM and PIM is organized as a limited partnership under the laws of the State of Delaware. Each of PFM-GP and PIM-GP is organized as a limited liability company under the laws of the State of Delaware. Each of Grossman and James is a U.S. citizen.

**Item  
2(d) Title of Class of Securities**

Common stock, \$0.0001 par value

**Item  
2(e) CUSIP Number**

74587V107

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

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:  
\_\_\_\_\_.



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#### Item 4 Ownership

##### A. Partner Fund Management, L.P. and Partner Fund Management GP, LLC

(a) PFM and PFM-GP may be deemed to beneficially own no shares of Common Stock.

(b) The number of shares PFM and PFM-GP may be deemed to beneficially own constitutes 0% of the Common Stock outstanding.

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

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

(ii) shared power to vote or to direct the vote: 0

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

(iv) shared power to dispose or to direct the disposition of: 0

##### B. Partner Investment Management, L.P. and Partner Investment Management GP, LLC

(a) PIM and PIM-GP may be deemed to beneficially own no shares of Common Stock.

(b) The number of shares PIM and PIM-GP may be deemed to beneficially own constitutes 0% of the Common Stock outstanding.

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

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

(ii) shared power to vote or to direct the vote: 0

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

(iv) shared power to dispose or to direct the disposition of: 0



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C. Brian D. Grossman

(a) Grossman may be deemed to beneficially own no shares of Common Stock.