

Edgar Filing: LONE STAR STEAKHOUSE & SALOON INC - Form 10-Q

LONE STAR STEAKHOUSE & SALOON INC
Form 10-Q
August 01, 2003

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

FORM 10-Q

Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934

For quarter ended
June 17, 2003

Commission file number
0-19907

LONE STAR STEAKHOUSE & SALOON, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

48-1109495

(I.R.S. Employer
Identification Number)

224 East Douglas, Suite 700
Wichita, Kansas 67202
(Address of principal executive offices) (Zip code)

(316) 264-8899
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all documents and reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

/X/ Yes / / No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act.)

/X/ Yes / / No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Common Stock, \$.01 par value

Outstanding at July 25, 2003

20,758,913 shares

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The following table presents information regarding the selling stockholders and the shares that they may offer and sell from time to time under this prospectus.

This table is prepared based on information supplied to us by the listed selling stockholders, and reflects holdings as of August 8, 2005. The term selling stockholders includes the stockholders listed below and their transferees, pledgees, donees or other successors. The number of shares in the column Number of Shares Being Offered represents all of the shares that a selling stockholder may offer under this prospectus. The selling stockholders may sell some, all or none of their shares. We do not know how long the selling stockholders will hold the shares before selling them, and we currently have no agreements, arrangements or understandings with the selling stockholders regarding the sale of any of the shares. The shares offered by this prospectus may be offered from time to time by the selling stockholders.

Beneficial ownership is determined in accordance with Rule 13d-3(d) promulgated by the SEC under the Securities Exchange Act of 1934, as amended. Unless otherwise noted, none of the share amounts set forth below represents more than 1% of our outstanding stock as of August 8, 2005, adjusted as required by the rules promulgated by the SEC. The percentages of shares beneficially owned prior to the offering are based on 26,092,488 shares of our common stock outstanding as of August 8, 2005.

Security Holders	Shares of Common Stock Beneficially Owned Prior to Offering(1)		Number of Shares Being Offered	Shares of Common Stock Shares Beneficially Owned After Offering(1)	
	Number	Percent		Number	Percent
Abingworth Bioventures II S.I.C.A.V.	2,266,436	*	2,266,436	0	*
Abingworth Bioventures II A LP(2)	613,278	2.3%	363,278	250,000	1.0%
Abingworth Bioventures III A LP(3)	1,226,769	4.7%	935,791	290,978	1.1%
Abingworth Bioventures III B LP(4)	748,869	2.9%	571,244	177,625	*
Abingworth Bioventures III C LP(5)	448,578	1.7%	342,179	106,399	*
Abingworth Bioventures III Executives LP(6)	19,550	*	14,913	4,637	*
Schroder Ventures International Life Sciences Fund II L.P. 1(7)(8)	2,120,920	8.1%	1,790,190	330,730	1.3%
Schroder Ventures International Life Sciences Fund II L.P. 2(7)(9)	903,290	3.5%	762,433	140,857	*
Schroder Ventures International Life Sciences Fund II L.P. 3(7)(10)	240,722	*	203,184	37,538	*
SITCO Nominees Ltd. VC 01903 as nominee for Schroder Ventures International Life Sciences Fund II group Co-Investment Scheme(7)(11)	60,993	*	51,482	9,511	*
SV (Nominees) Limited as nominee for Schroder Ventures Investments Limited(7)(12)	261,232	1.0%	220,496	40,736	*
Schroder Ventures International Life Sciences Fund II Strategic Partners L.P.(7)(13)	32,720	*	27,618	5,102	*
Oxford Bioscience Partners IV L.P.(14)(15)	3,015,488	11.6%	2,470,952	544,536	2.1%
mRNA Fund II L.P.(14)(16)	30,255	*	24,791	5,464	*

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Amadeus II A LP(17)(18)	1,916,772	7.3%	1,570,609	346,163	1.3%
Amadeus II B LP(17)(19)	1,277,849	4.9%	1,047,074	230,775	*
Amadeus II C LP(17)(20)	894,495	3.4%	732,952	161,543	*
Amadeus II D GmbH & Co KG(17)(21)	42,596	*	34,903	7,693	*
Amadeus II Affiliates Fund LP(17)(22)	127,784	*	104,706	23,078	*
Timothy Rink	17,889	*	17,889	0	*
Nick McCooke	8,944	*	8,944	0	*
Dr. Shankar Balasubramaniam	95,037	*	95,037	0	*
Total Number of Shares Offered			13,657,101		

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* Represents beneficial ownership of less than 1%.

- (1) Does not include 1,356,683 shares of common stock issuable upon exercise of warrants held by certain selling stockholders that are not exercisable until 180 days after July 12, 2005.
- (2) Excludes 125,000 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (3) Excludes 145,489 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (4) Excludes 88,812 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (5) Excludes 53,200 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (6) Excludes 2,319 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (7) Tom Daniel, a former director of the Company, was formerly a General Partner of Schroder Ventures Life Sciences Advisors (UK) Limited which is an advisor to Schroder Venture Managers, Inc., the General Partner of the entities collectively known as Schroder Ventures International Life Sciences Fund II. Mr. Daniel has no beneficial ownership of the shares owned by Schroder Ventures International Life Sciences Fund II, except to the extent of his pecuniary interest therein.
- (8) Excludes 165,365 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (9) Excludes 70,428 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (10) Excludes 18,769 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (11) Excludes 4,756 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (12) Excludes 20,368 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (13) Excludes 2,551 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (14) OBP Management IV L.P. is the general partner for Oxford Bioscience Partners IV L.P. and mRNA Fund II L.P. Mark Carthy, a former director of the Company, is a General Partner of OBP Management IV L.P. and may be deemed to share voting and investment power over the shares held by Oxford Bioscience Partners IV L.P. and mRNA Fund II L.P. Mr. Carthy disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Dr. Fambrough, a director of the Company, is affiliated with Oxford Bioscience

Partners IV, L.P. and mRNA Fund II L.P. and does not possess voting and/or investment power of the shares held by these entities. Dr. Fambrough disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (15) Excludes 272,268 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (16) Excludes 2,732 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (17) Hermann Hauser, a director of the Company, shares the power to vote and control the disposition of shares held by Amadeus II A LP, Amadeus II B LP, Amadeus II C LP, Amadeus II D GmbH & Co KG and Amadeus II Affiliates LP. Dr. Hauser disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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- (18) Excludes 173,081 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (19) Excludes 115,387 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (20) Excludes 80,772 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (21) Excludes 3,847 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.
- (22) Excludes 11,539 shares of common stock issuable upon exercise of a warrant not currently exercisable within 60 days but that will become exercisable 180 days after July 12, 2005.

PLAN OF DISTRIBUTION

The selling stockholders may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;

block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

purchases by a broker-dealer as principal and resale by the broker-dealer for its account;

an exchange distribution in accordance with the rules of the applicable exchange;

privately negotiated transactions;

short sales;

broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

a combination of any such methods of sale; and

any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, rather than under this prospectus.

The selling stockholders may also engage in short sales against the box, puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

Broker-dealers engaged by the selling stockholders may arrange for other brokers-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved. Any profits on the resale of shares of common stock by a broker-dealer acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by a selling stockholder. The selling stockholders may agree to

indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

The selling stockholders may from time to time pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations,

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the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus after we have filed an amendment to this prospectus under Rule 424(b)(3) or other applicable provision of the Securities Act of 1933 amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

The selling stockholders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The selling stockholders and any broker-dealers or agents that are involved in selling the shares of common stock may be deemed to be underwriters within the meaning of the Securities Act in connection with such sales. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares of common stock purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

We are required to pay all fees and expenses incident to the registration of the shares. We have agreed to indemnify the Selling Stockholders against certain losses, claims, damages and liabilities, including liabilities under the Securities Act.

The selling stockholders have advised us that they have not entered into any agreements, understandings or arrangements with any underwriters or broker-dealers regarding the sale of their shares of common stock, nor is there an underwriter or coordinating broker acting in connection with a proposed sale of shares of common stock by any selling stockholder. If we are notified by any selling stockholder that any material arrangement has been entered into with a broker-dealer for the sale of shares of common stock, if required, we will file a supplement to this prospectus. If the selling stockholders use this prospectus for any sale of the shares of common stock, they will be subject to the prospectus delivery requirements of the Securities Act.

The anti-manipulation rules of Regulation M under the Securities Exchange Act of 1934 may apply to sales of our common stock and activities of the selling stockholders.

LEGAL MATTERS

Cooley Godward LLP, Five Palo Alto Square, 3000 El Camino Real, Palo Alto, California 94304 will pass upon the validity of the common stock being offered by this prospectus.

EXPERTS

The financial statements of Solexa, Inc. appearing in Solexa, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon included therein and incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of Solexa Limited appearing in Solexa, Inc.'s Amendment No. 1 to Current Report on Form 8-K/A, filed with the SEC on May 20, 2005, have been audited by Ernst & Young LLP, Independent Auditors, as set forth in their report thereon included therein and incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

You should rely only on the information provided or incorporated by reference in this prospectus. We have authorized no one to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of the document.

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We are a reporting company and we file annual, quarterly and current reports, proxy statements and other information with the SEC. We have filed with the SEC a resale registration statement on Form S-3 under the Securities Act to register the shares of common stock offered by this prospectus. However, this prospectus does not contain all of the information contained in the registration statement and the exhibits and schedules to the registration statement. For further information with respect to us and the securities offered under this prospectus, we refer you to the registration statement and the exhibits and schedules filed as a part of the registration statement. You may read and copy the registration statement, as well as our reports, proxy statements and other information, at the SEC's public reference rooms at 450 Fifth Street, N.W., in Washington, DC. You can request copies of these documents by contacting the SEC and paying a fee for the copying cost. Please call the SEC at 1-800-SEC-0330 for further information about the operation of the public reference rooms. Our SEC filings are also available at the SEC's website at www.sec.gov. In addition, you can read and copy our SEC filings at the office of the National Association of Securities Dealers, Inc. at 1735 K Street, N.W., Washington, D.C. 20006.

The SEC allows us to incorporate by reference the information contained in documents that we file with them, which means that we can disclose important information to you by referring to those documents. The information incorporated by reference is considered to be part of this prospectus. Information in this prospectus supersedes information incorporated by reference that we filed with the SEC prior to the date of this prospectus, while information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below, any filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date we filed the registration statement of which this prospectus is a part and before the effective date of the registration statement and any future filings we will make with the SEC under those sections.

The following documents are incorporated by reference into this document:

1. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed on March 31, 2005;
2. Our Quarterly Report on Form 10-Q for the quarter ended June 30, 2005, filed on August 22, 2005;
3. Our Current Report on Form 8-K, filed on January 3, 2005;
4. Our Current Report on Form 8-K, filed on January 10, 2005;
5. Our Current Report on Form 8-K, filed on March 7, 2005;
6. Our Current Report on Form 8-K, filed on March 29, 2005;
7. Our Current Report on Form 8-K, filed on April 8, 2005;
8. Our Current Report on Form 8-K, filed on April 26, 2005;
9. Our Current Report on Form 8-K, filed on May 11, 2005;

10. Our Current Report on Form 8-K/ A, filed on May 20, 2005;
11. Our Current Report on Form 8-K, filed on May 23, 2005;
12. Our Current Report on Form 8-K, filed on June 9, 2005;
13. Our Current Report on Form 8-K, filed on June 28, 2005;
14. Our Current Report on Form 8-K, filed on July 15, 2005; and
15. The description of our common stock set forth in our registration statement on Form 10, as amended, filed on October 5, 1993.

We also incorporate by reference into this prospectus all documents filed by us with the Securities and Exchange Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial registration statement and prior to effectiveness of the registration statement, and all documents

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filed by us with the Securities and Exchange Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act from the date of this prospectus but prior to the termination of the offering. These documents include periodic reports, such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as well as proxy statements.

Documents incorporated by reference are available from us, without charge. You may obtain documents incorporated by reference in this prospectus by requesting them in writing or by telephone at the following address:

Solexa, Inc.
25861 Industrial Blvd.
Hayward, California 94545
(510) 670-9300
Attn: Investor Relations

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference into this document will be deemed to be modified or superseded for purposes of the document to the extent that a statement contained in this document or any other subsequently filed document that is deemed to be incorporated by reference into this document modifies or supersedes the statement.

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WE HAVE NOT AUTHORIZED ANY DEALER, SALESPERSON OR OTHER PERSON TO GIVE ANY INFORMATION OR REPRESENT ANYTHING NOT CONTAINED IN THIS PROSPECTUS. YOU SHOULD RELY ONLY ON THE INFORMATION PROVIDED OR INCORPORATED BY REFERENCE IN THIS PROSPECTUS. YOU SHOULD NOT RELY ON ANY UNAUTHORIZED INFORMATION. THIS PROSPECTUS DOES NOT OFFER TO SELL OR BUY ANY SHARES IN ANY JURISDICTION IN WHICH IT IS UNLAWFUL. THE INFORMATION IN THIS PROSPECTUS IS CURRENT AS OF THE DATE ON THE COVER.

**13,657,101 SHARES
SOLEXA, INC.
COMMON STOCK
PROSPECTUS
September 1, 2005**