

PYXIS INNOVATIONS INC
 Form 4
 July 03, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PYXIS INNOVATIONS INC

2. Issuer Name and Ticker or Trading Symbol
 INTERLEUKIN GENETICS INC
 [ILIU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 7575 FULTON STREET EAST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/13/2012

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

ADA, MI 49355-0001

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who 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 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (Instr. 3, 4, and 5) V (A) (D) | Date Exercisable | Expiration Date | Title |
|-----------------------------------|------------------------------------|------------------|--------------------|-----------------------------------|---------------------|--------------------|-----------------|
| Convertible Promissory Note | \$ 5.6783 | 04/13/2012 | P | \$ 1,316,255 | (1) | (1) | Common Stock |
| Series A Preferred Stock | \$ 0.3196 | 06/29/2012 | J(3) | 5,000,000 | (3) | (3) | Common Stock |
| Series A-1 Preferred Stock | \$ 0.3196 | 06/29/2012 | J(3) | 5,000,000 | (3) | (3) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PYXIS INNOVATIONS INC 7575 FULTON STREET EAST ADA, MI 49355-0001 | | X | | |
| Alticor Global Holdings Inc. 7575 FULTON STREET EAST ADA, MI 49355-0001 | | X | | |
| SOLSTICE HOLDINGS INC 7575 FULTON STREET EAST ADA, MI 49355-0001 | | X | | |
| ALTICOR INC 7575 FULTON STREET EAST ADA, MI 49355-0001 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Rainey S. Repins, Assistant Secretary | 07/03/2012 |
| __Signature of Reporting Person | Date |
| ALTICOR GLOBAL HOLDINGS INC., /s/ Rainey S. Repins, Assistant Secretary | 07/03/2012 |
| __Signature of Reporting Person | Date |
| SOLSTICE HOLDINGS INC., /s/ Rainey S. Repins, Assistant Secretary | 07/03/2012 |
| __Signature of Reporting Person | Date |
| ALTICOR INC., /s/ Rainey S. Repins, Assistant Secretary | 07/03/2012 |

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On April 13, 2012, Pyxis was issued a convertible promissory note by the Issuer with an original principal amount of \$1,316,255. The maturity date of this convertible promissory note is November 30, 2012. The original principal amount of the convertible promissory note, plus accrued interest thereon, is convertible into the Issuer's common stock at any time at the option of Pyxis. The number of shares of common stock into which the balance of this convertible promissory note may be converted is to be determined by dividing the aggregate principal amount to be converted, together with all accrued interest to the date of conversion, by \$5.6783. As of April 13, 2012, the convertible promissory note would have been convertible into 231,804 shares of the Issuer's common stock.

(2) This amount includes 5,000,000 shares of the Issuer's Series A-1 preferred stock held by Pyxis, which are convertible into 28,160,200 shares of common stock, as well as shares of common stock issuable upon conversion of multiple promissory notes. As of July 3, 2012, Pyxis holds seven convertible promissory notes issued by the Issuer in the aggregate principal amount of \$14,316,255. Taking into account accrued interest to date, these notes are currently convertible into 2,535,045 shares of common stock of Pyxis.

(3) Effective June 29, 2012 Pyxis disposed of 5,000,000 shares of the Issuer's Series A preferred stock in exchange for 5,000,000 shares of the Issuer's Series A-1 preferred stock in an exchange agreement between Pyxis and the Issuer. The Series A preferred was convertible into 28,160,200 shares of common stock prior to the exchange. The new Series A-1 preferred stock is convertible 28,160,200 shares of common stock following the exchange, and such conversion right does not expire. The old Series A preferred stock was retired and extinguished in connection with the exchange.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential 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 number.