

ATHERSYS, INC / NEW
Form SC 13G/A
February 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Athersys, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04744L106

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

SRule 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).

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 control number.

SEC 1745 (12-02)

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names of reporting persons

i.r.s. identification no. of above persons
(entities only)

1.

Perceptive Advisors LLC

2.

check the appropriate box if a (a) £
group* (b) £
sec use only

3.

citizenship or place of organization

4.

Delaware, United States of America

**number of
shares
beneficially
owned by
each
reporting
person
with:**

5. sole voting power 0

6. shared voting power 4,456,797

7. sole dispositive power 0

8. shared dispositive power 4,456,797

9.

aggregate amount beneficially
owned by each reporting 4,456,797
person

10.

check box if the aggregate amount in
row (9) excludes certain shares (See
Instructions) £

11.

percent of class represented 8.40%
by amount in row (9)

12.

type of reporting person (See **IA**
Instructions)

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names of reporting persons

i.r.s. identification no. of
above persons (entities only)

13.

Joseph Edelman

14. check the
appropriate box if a (a) £
group* (a) (b) £
sec use only

15.

citizenship or place of
organization

16. United States of America

number of shares	17. sole voting	0
	power	
beneficially owned by	shared	
	18. voting	4,456,797
each reporting	power	
	sole	
person with:	19. dispositive	0
	power	
person with:	shared	
	20. dispositive	4,456,797
21.	power	
	aggregate amount	
22.	beneficially owned	4,456,797
	by each reporting	
23.	person	
	check box if the aggregate	
22.	amount in row (9) excludes	
	certain shares (See	
23.	Instructions) £	
		8.40%

percent of class
represented by
amount in row (9)
type of reporting
24. person (See **IN**
Instructions)

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Item 1.

(a) Name of
Issuer: Athersys, Inc.

(b) Address of Issuer's
Principal Executive
Offices: **3201
Carnegie
Avenue

Cleveland,
OH 44115**

Item 2.

(a) Name of Person
Filing: **This Schedule
13G/A (the
“Schedule”) is
being filed with
respect to shares
of Common
Stock (as defined
below) of
Athersys, Inc.
(the “Issuer”)
which are
beneficially
owned by
Perceptive
Advisors LLC
and Joseph
Edelman
(together, the
“Reporting
Persons”). See
Item 4 below.**

(b) Address of Principal
Business Office or, if none,
Residence: **499
Park
Avenue,
25th
Floor**

**New
York,
NY
10022**

(c) Citizenship: Perceptive Advisors LLC is a Delaware limited liability company and Joseph Edelman is a United States Citizen.

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 04744L106

If this statement is filed pursuant to Item §240.13d-1(b) or 240.13d-2(b) or 3.(c), check whether the person filing is a:

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(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 (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) The Reporting Persons beneficially own 4,456,797 shares of Common Stock held by a private investment fund (the "Fund") to which Perceptive Advisors LLC serves as the investment manager. Mr. Edelman is the managing member of Perceptive Advisors LLC.

(b) The beneficial ownership of 8.40% is based on the 53,058,632 outstanding shares of Common Stock of the Issuer, as disclosed on the Issuer's Form 10-Q filed with the SEC on November 8, 2012.

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

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

Shared
power to
(ii) vote or to 4,456,797
direct the
vote:

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

Shared
power to
(iv) dispose or to 4,456,797
direct the
disposition
of:

**Ownership of Five
Item 5 Percent or Less of a
Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: £.

Ownership of More
Item 6 Than Five Percent on
Behalf of Another
Person

The Fund described in Item 4 has the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of the securities held in its account. Filing of this statement by the Reporting Persons shall not be deemed an admission that they beneficially own the securities reported herein. The

Reporting Persons expressly
disclaim beneficial ownership of
all securities reported herein.

Item 7. Identification and
Classification of the
Subsidiary which
Acquired the Security
Being Reported on by
the Parent Holding
Company or Control
Person.

Not applicable.

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

Not applicable.

Item 9. Notice of
Dissolution of
Group.

Not applicable.

Item 10. Certification

The following
certification
shall be
included if the
statement is
filed pursuant
to
§240.13d-1(b):

(a) By signing
below I certify
that, to the best
of my
knowledge and
belief, the
securities
referred to
above were
acquired and
are held in the
ordinary course
of business and
were not
acquired and
are not held for

the purpose of
or with the
effect of
changing or
influencing the
control of the
issuer of the
securities and
were not
acquired and
are not held in
connection
with or as a
participant in
any transaction
having that
purpose or
effect. S

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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.

February 13, 2013

Date

PERCEPTIVE ADVISORS LLC

/s/ Joseph Edelman

Signature

Joseph Edelman/Managing Member

Name/Title

February 13, 2013

Date

/s/ Joseph Edelman

Signature

Joseph Edelman

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)
