

MANHATTAN PHARMACEUTICALS INC

Form 3

January 09, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â WEISS MICHAEL S
(Last) (First) (Middle)787 SEVENTH AVE, 48TH
FLOOR

(Street)

NEW YORK, Â NY Â 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
12/29/20113. Issuer Name **and** Ticker or Trading Symbol

MANHATTAN PHARMACEUTICALS INC [MHAN]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

7,500,000

D

Â

Series A Preferred Stock ⁽¹⁾

112,500

D

Â

Series A Preferred Stock ⁽¹⁾ ⁽³⁾

284,013

I

Mr. Weiss is a principal of Opus
Point Partners, LLCReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Warrants to purchase Common Stock <u>(2)</u>	12/29/2011	12/29/2016	Common Stock	1,875,000	\$ 0.04
					D
					Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS MICHAEL S 787 SEVENTH AVE, 48TH FLOOR NEW YORK, NY 10019	Â X	Â X	Â See Remarks	Â

Signatures

/s/ Michael S.
Weiss

01/09/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Weiss beneficially owns 112,500 shares of Registrant's Preferred Stock, which votes with the Common Stock on an as-converted basis (each share of Preferred Stock converts into 500 shares of Common Stock, provided that such conversion right is subject to sufficient available authorized shares of the registrant's common stock). The shares of Series A Preferred Stock vest as follows: 14,063 on each of November 15, 2012, November 15, 2013, November 15, 2014, and November 15, 2014; 28,123 upon the occurrence of the registrant achieving a particular market capitalization target; and 28,123 upon the occurrence of the registrant achieving a second particular market capitalization target.

(2) Each warrant is exercisable to purchase one share of the registrant's Common Stock and is exercisable for a price of \$0.04 for a period of five years.

(3) Mr. Weiss is the managing member of Opus Point Partners, LLC ("Opus Point"), and thus may be deemed to beneficially owned such shares of Series A Preferred Stock.

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Remarks:

ExecutiveÂ Chairman,Â InterimÂ CEOÂ andÂ President.

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

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