

Edgar Filing: CYTOGEN CORP - Form SC 13G/A

CYTOGEN CORP  
Form SC 13G/A  
February 17, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13G/A  
(Rule 13d-102)

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INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. \_\_\_\_\_) \*

CYTOGEN CORP  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

232824300  
(CUSIP Number)

December 31, 2003  
(Date of Event Which Requires Filing of this 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 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).

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CUSIP No. 232824300

-----  
(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON CLSP, L.P.

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) [ ]  
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 488,141

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
488,141

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
488,141

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.8%

(12) TYPE OF REPORTING PERSON  
PN

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CUSIP No. 232824300

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
CLSP II, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER

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SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
641,199

OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER  
0

REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
641,199

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
641,199

---

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

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.0%

---

(12) TYPE OF REPORTING PERSON  
PN

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
CLSP/SBS I, L.P.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
191,544

OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER  
0

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REPORTING

PERSON WITH (8) SHARED DISPOSITIVE POWER  
191,544

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
191,544

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.5%

(12) TYPE OF REPORTING PERSON  
PN

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
CLSP/SBS II, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 56,706

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
56,706

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
56,706

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

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(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
0.4%

(12) TYPE OF REPORTING PERSON  
PN

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Cooper Hill Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 457,546

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
457,546

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
457,546

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
3.5%

(12) TYPE OF REPORTING PERSON  
PN

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Cooper Hill Partners, LLC

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]  
(b) [x]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 1,377,590

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
1,377,590

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,377,590

-----

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

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
10.7%

-----

(12) TYPE OF REPORTING PERSON  
OO

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Casdin Capital, L.L.C.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]  
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 1,835,136

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
1,835,136

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,835,136

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
14.2%

(12) TYPE OF REPORTING PERSON  
OO

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Jeffrey Casdin

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]  
(b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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NUMBER OF SHARES	(5)	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 1,835,136
EACH REPORTING PERSON WITH	(7)	SOLE DISPOSITIVE POWER 0
	(8)	SHARED DISPOSITIVE POWER 1,835,136

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,835,136

-----

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

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
14.2%

-----

(12) TYPE OF REPORTING PERSON  
IN

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ITEM 1(a). NAME OF ISSUER:

CYTOGEN CORP

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

600 College Road East CN 5308, Princeton, NJ 08540

ITEM 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) CLSP, L.P. ("CLSP"),  
a Delaware limited partnership, with respect to the Securities  
owned by it;
- (ii) CLSP II, L.P. ("CLSP II") a Delaware limited partnership, with  
respect to the Securities owned by it;
- (iii) CLSP/SBS I, L.P. ("CLSP/SBS I") a Delaware limited partnership,  
with respect to the Securities owned by it;
- (iv) CLSP/SBS II, L.P. ("CLSP/SBS II") a Delaware limited partnership,  
with respect to the Securities owned by it;
- (v) Cooper Hill Partners, L.P., a Delaware limited partnership with  
respect to the Securities held for CLSP Overseas, Ltd. ("CLSP  
Overseas"), a Cayman Islands exempted company;
- (vi) Cooper Hill Partners, LLC ("Cooper, LLC"), a Delaware limited  
liability company and the sole general partner of CLSP, CLSP II,  
CLSP/SBS I AND CLSP/SBS II with respect to the Securities owned by



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- CLSP, CLSP II, CLSP/SBS I AND CLSP/SBS II;
- (vii) Casdin Capital, L.L.C. ("Casdin, LLC"), a Delaware limited liability company and the sole general partner of Cooper Hill Partners, L.P. and the managing member to Cooper, LLC with respect to the Securities owned by CLSP, CLSP II, CLSP/SBS I AND CLSP/SBS II and CLSP Overseas; and
  - (viii) Jeffrey Casdin a citizen of the United States, and the Managing Member of Casdin Capital, LLC, the general partner of Cooper Hill Partners, L.P. and the managing member of Cooper LLC, with respect to Securities subject to the control of Cooper LLC and Cooper Hill Partners, LP.

The foregoing persons (other than CLSP Overseas) are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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ITEM 2(b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE:

The business address of each of the Reporting Persons is 767 Third Avenue, 22nd Floor, New York, New York 10077. The business address of CLSP Overseas is c/o Goldman Sachs (Cayman) Trust, Limited P.O. Box 896 G.T. Harbour Centre, Second Floor North Church Street George Town, Grand Cayman Cayman Islands, B.W.I.

ITEM 2(c). CITIZENSHIP:

Cooper, LLC and Casdin, LLC are Delaware limited liability companies and CLSP, CLSP II, CLSP/SBS I, CLSP/SBS II and Cooper Hill Partners, L.P. are each a Delaware limited partnership. CLSP Overseas is a Cayman Islands exempted company. Jeffrey Casdin is a citizen of the United States.

ITEM 2(d). TITLE OF CLASS OF SECURITIES: Common Stock, \$.01 par value

ITEM 2(e). CUSIP NUMBER: 232824300

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 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 Act
- (b)  Bank as defined in Section 3(a)(6) of the Act
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940
- (e)  Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E)
- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with Rule 13d-

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1(b) (ii) (G);

- (h) [ ] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) [ ] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;

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(j) ( ) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX. [x]

ITEM 4. OWNERSHIP.

A. CLSP

(a) Amount beneficially owned: 488,141

(b) Percent of class: 3.8%

(All percentages herein are based on 12,906,353 shares of Common Stock reported to be outstanding as of November 10, 2003, as reflected in the Company's quarterly report on Form 10-Q filed with the Securities and Exchange Commission by the Company for the quarter ended September 30, 2003).

(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  
488,141
- (iii) sole power to dispose or to direct the disposition of  
0
- (iv) shared power to dispose or to direct the disposition of  
488,141

B. CLSP II

(a) Amount beneficially owned: 641,199

(b) Percent of class: 5.0%

(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  
641,199
- (iii) sole power to dispose or to direct the disposition of  
0
- (iv) shared power to dispose or to direct the disposition of  
641,199

C. CLSP/SBS I

(a) Amount beneficially owned: 191,544

(b) Percent of class: 1.5%

(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  
191,544
- (iii) sole power to dispose or to direct the disposition of  
0

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- (iv) shared power to dispose or to direct the disposition of 191,544

D. CLSP/SBS II

- (a) Amount beneficially owned: 56,706
- (b) Percent of class: 0.4%
- (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  
56,706
  - (iii) sole power to dispose or to direct the disposition of  
0
  - (iv) shared power to dispose or to direct the disposition of 56,706

E. Cooper Hill Partners, L.P.

- (a) Amount beneficially owned: 457,546
- (b) Percent of class: 3.5%
- (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  
457,546
  - (iii) sole power to dispose or to direct the disposition of  
0
  - (iv) shared power to dispose or to direct the disposition of 457,546

F. Cooper, LLC

- (a) Amount beneficially owned: 1,377,590 (b) Percent of class: 10.7% (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 1,377,590
  - (iii) sole power to dispose or to direct the disposition of 0
  - (iv) shared power to dispose or to direct the disposition of 1,377,590

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G. Casdin, LLC

- (a) Amount beneficially owned: 1,835,136
- (b) Percent of class: 14.2%
- (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  
1,835,136
  - (iii) sole power to dispose or to direct the disposition of  
0
  - (iv) shared power to dispose or to direct the disposition of 1,835,136

H. Jeffrey Casdin

- (a) Amount beneficially owned: 1,835,136
- (c) Percent of class: 14.2%
- (c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote  
0
- (ii) shared power to vote or to direct the vote  
1,835,136
- (iii) sole power to dispose or to direct the disposition of  
0
- (iv) shared power to dispose or to direct the disposition  
of 1,835,136

ITEM 5. OWNERSHIP OF FIVE 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 5% OF THE CLASS OF SECURITIES CHECK THE FOLLOWING [ ].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

CLSP, CLSP II, CLSP/SBS I, and CLSP/SBS II are each private investment  
partnerships, the sole general partner of which is Cooper, LLC. As the sole  
general partner of CLSP, CLSP II, CLSP/SBS I, and CLSP/SBS II, Cooper, LLC has  
the power to vote and dispose of the Securities owned by each of CLSP, CLSP II,  
CLSP/SBS I, and CLSP/SBS II and, accordingly, may be deemed the "beneficial  
owner" of such Securities. The managing member of Cooper, LLC is Casdin, LLC of  
which Jeffrey Casdin is the managing member.

Pursuant to an investment advisory contract, Cooper Hill Partners, L.P.  
currently has the power to vote and dispose of the Securities held for the  
account of CLSP Overseas and, accordingly, may be deemed the "beneficial owner"  
of such Securities. Mr. Casdin is the managing member of Casdin, LLC, the  
general partner of Cooper Hill Partners, L.P.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED  
THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

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Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not applicable.

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ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons and CLSP Overseas, Ltd. hereby make the  
following certification:

By signing below each Reporting Person certifies that, to the best of its  
knowledge and belief, the securities referred to above 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 not held in  
connection with or as a participant in any transaction having that purpose or  
effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 17, 2004

/s/ Jeffrey Casdin,  
JEFFREY CASDIN, individually, and  
as managing member of Cooper Hill  
Partners, LLC, and on behalf of CLSP,  
L.P., CLSP II, L.P., CLSP/SBS I, L.P.,  
and CLSP/SBS II, L.P. and as the sole  
member of Casdin Capital, L.L.C., the  
general partner of Cooper Hill Partners,  
L.P.