

INTERLEUKIN GENETICS INC
Form 3
May 21, 2013

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BAY CITY CAPITAL LLC		(Month/Day/Year)	INTERLEUKIN GENETICS INC [ILIU]	
(Last)	(First)	(Middle)	05/17/2013	
750 BATTERY STREET, Â SUITE 400		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		
SAN FRANCISCO, Â CA Â 94111		___ Director ___X_ 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	___ Officer ___ Other	___ Form filed by One Reporting Person
		(give title below) (specify below)		_X_ 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	20,187,464	I	See footnotes (1) (2)
Common Stock	384,699	I	See footnotes (1) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Warrant (right to buy)	Â (4)	Â (4)	Common Stock	15,140,598	\$ 0.2745	I	See footnotes (1) (2)
Common Stock Warrant (right to buy)	Â (4)	Â (4)	Common Stock	288,524	\$ 0.2745	I	See footnotes (1) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAY CITY CAPITAL LLC 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Bay City Capital Fund V, L.P. 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Bay City Capital Fund V Co-Investment Fund, L.P. 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â
Bay City Capital Management V LLC 750 BATTERY STREET SUITE 400 SAN FRANCISCO, CA 94111	Â	Â X	Â	Â

Signatures

/s/ Michael L. Lawhead,
attorney-in-fact

05/21/2013

**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).

Bay City Capital LLC, a Delaware limited liability company ("BCC"), Bay City Capital Management V LLC, a Delaware limited liability company ("Management V"), Bay City Capital Fund V, L.P., a Delaware limited partnership ("Fund V"), and Bay City Capital Fund V Co-Investment Fund, L.P., a Delaware limited partnership ("Co-Investment V"), are deemed to be a "group" for the purpose of Section (1) 13(d) under the Securities Exchange Act of 1934. Management V is the general partner of Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V. BCC, the manager of Management V, is also an advisor to Fund V and Co-Investment V and has sole voting and dispositive power with respect to the securities held by Fund V and Co-Investment V.

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- (2) Represent securities held by Fund V, including indirect interests of Management V. Management V disclaims beneficial ownership with respect to these securities, except to the extent of its pecuniary interest therein.
- (3) Represent securities held by Co-Investment V, including indirect interests of Management V. Management V disclaims beneficial ownership with respect to these securities, except to the extent of its pecuniary interest therein.
63% of the warrants are exercisable on 05/17/2013 (the "Initial Exercise Date") and 37% of the warrants are exercisable on the date the Issuer's shareholders approve an increase in the number of authorized shares of common stock under the Issuer's certificate of incorporation. The warrants terminate if they are not exercised on or prior to the close of business on the seven year anniversary of the Initial Exercise Date.
- (4)

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Remarks:

EXHIBITÂ LIST:Â Â ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

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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