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ZUCKER MARK S
Form SC 13D/A
November 15, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5)

ARIES VENTURES INC.

(NAME OF ISSUER)

COMMON STOCK
(TITLE OF CLASS OF SECURITIES)

040373102
(CUSIP NUMBER)

MARK S. ZUCKER
11111 SANTA MONICA BOULEVARD, SUITE 1250
LOS ANGELES, CALIFORNIA 90025
(310) 402-5069

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS)

October 20, 2005
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D/A, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box.

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

*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 disclosures provided in a prior cover page.

The information required on 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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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Reflection Partners L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

| | | | |
|--|----|--------------------------|-----------------|
| | 7 | SOLE VOTING POWER | |
| | | | 893,758 Shares* |
| | 8 | SHARED VOTING POWER | |
| | | | None. |
| | 9 | SOLE DISPOSITIVE POWER | |
| | | | 893,758 Shares* |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | | None. |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,758 Shares*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / /
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%**

14 TYPE OF REPORTING PERSON

PN

SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

* The share amounts listed above include immediately exercisable warrants to purchase 446,879 shares of Issuer's Common Stock beneficially held by Reflection Partners, L.P.

** The percentage calculation listed above assumes exercise of all warrants

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beneficially held by Reflection Partners, L.P. (but not the exercise of warrants held by others) pursuant to applicable Commission Rules.

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| | |
|-------|-----------------------------------------------------------------------------------------------------|
| ----- | |
| 1 | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Mark S. Zucker |
| ----- | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) / / (b) / / |
| ----- | |
| 3 | SEC USE ONLY |
| ----- | |
| 4 | SOURCE OF FUNDS OO |
| ----- | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E) / / |
| ----- | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States of America |
| ----- | |
| | 7 SOLE VOTING POWER 2,230,490 shares * |
| ----- | |
| | 8 SHARED VOTING POWER None. |
| ----- | |
| | 9 SOLE DISPOSITIVE POWER 2,230,490 shares * |
| ----- | |
| | 10 SHARED DISPOSITIVE POWER None. |
| ----- | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,230,490 shares * |
| ----- | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / / SHARES |
| ----- | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.3%** |

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14 TYPE OF REPORTING PERSON

IN

SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

* The share amounts listed above include immediately exercisable warrants to purchase 1,290,245 shares of the Issuer's Common Stock beneficially held by Mr. Zucker and Reflection Partners, L.P., but not the exercise of warrants or options held by others. With respect to the warrants to purchase 1,290,450 shares of common stock, warrants to purchase 890,245 shares of common stock are scheduled to expire on November 11, 2005.

** The percentage calculation listed above assumes exercise of all warrants beneficially held by Mr. Zucker and Reflection Partners, L.P. (but not the exercise of warrants or options held by others) pursuant to applicable Commission Rules.

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Anvil Claims, Inc.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(D) OR 2(E) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

California

7 SOLE VOTING POWER

50,000 shares

8 SHARED VOTING POWER
NUMBER OF None.

9 SOLE DISPOSITIVE POWER
SHARES

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| | | |
|--------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 50,000 shares | |
| REPORTING PERSON | 10 | SHARED DISPOSITIVE POWER None. |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 50,000 shares | |
| ----- | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / / SHARES | |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 0.2% | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON | |
| | CO | |

SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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This Amendment No. 5 is being filed to reflect the cancellation of an in-the-money option to purchase 176,659 shares of the Issuer's common stock held by Mr. Zucker, the issuance to Mr. Zucker of warrants to purchase 400,000 shares and the issuance of approximately 27.2 million shares pursuant to a merger transaction described in Item 4.

ITEM 1. SECURITY AND ISSUER.

Common Stock

Aries Ventures Inc.
3611 Valley Centre Drive, Suite 525
San Diego, CA 92130

ITEM 2. IDENTITY AND BACKGROUND.

(a) through (f).

This statement is being filed by Reflection Partners, L.P., a California limited partnership ("Reflection"), Mark S. Zucker, an individual ("Mr. Zucker"), and Anvil Claims, Inc. ("Anvil"). As a result of Mr. Zucker's position as the General Partner of Reflection and the owner of Anvil, he may be deemed to have voting and dispositive power over the Issuer's shares owned by Reflection and Anvil. Mr. Zucker is a citizen of the United States of America. The principal place of business of Reflection and Anvil is 11111 Santa Monica Boulevard, Suite 1250, Los Angeles, California 90025.

During the past five years, neither Mr. Zucker, Reflection nor Anvil has been convicted in any criminal proceedings or been subject to any judgment, decree or final order enjoining any future violations of, or prohibiting or mandating

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activities subject to, federal or state securities laws or finding any violation of such laws in a civil proceeding of a judicial or administrative body.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Not Applicable

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ITEM 4. PURPOSE OF TRANSACTION.

Effective October 20, 2005, the Issuer, through its specially formed subsidiary, merged with Cardium Therapeutics, Inc. (the "Merger"). In connection with the Merger, the Issuer issued approximately 27.2 million shares of its common stock and Mr. Zucker cancelled his in-the-money option to purchase 176,659 shares of common stock. In addition, and as a condition precedent to closing the Merger, in exchange for a Lock-Up Agreement and a Release executed by Mr. Zucker, he was issued warrants to purchase 400,000 shares of common stock at an exercise price of \$1.75 per share. The warrants expire on October 20, 2008.

Except as otherwise described in this Item 4, none of the Reporting Persons have formulated any plans or proposals which relate to or would result in any matter required to be disclosed in response to parts (a) through (j) of Item 4.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER.

(a) Reflection beneficially owns 893,758 shares of the Issuer's Common Stock, which constitutes 3.0% of the Issuer's issued and outstanding Common Stock. This amount includes immediately exercisable warrants to purchase 446,879 shares of Common Stock beneficially held by Reflection, but not the exercise of warrants held by others. By virtue of the relationship described in Item 2 above, Mr. Zucker may be deemed to have beneficial ownership of the Issuer's shares of Common Stock owned by Reflection and Anvil. Accordingly, Mr. Zucker beneficially owns 2,230,490 shares of the Issuer's Common Stock, which constitutes 7.3% of the Issuer's issued and outstanding Common Stock. These amounts include immediately exercisable warrants to purchase 1,290,245 shares of Common Stock beneficially held by Mr. Zucker.

(b) Reflection has the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the securities beneficially owned by it. Mr. Zucker has the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the securities beneficially owned by him. Anvil has the power to vote or direct the vote of, and to dispose or direct the disposition of, all of the securities beneficially owned by it.

(c) Not applicable.

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(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

See disclosures at Item 5.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 2.1 Agreement of Merger and Plan of Reorganization between the Issuer and Cardium Therapeutics, Inc. dated October 19, 2005, is incorporated herein by reference to the Issuer's Current Report on Form 8-K filed with the Commission on October 26, 2005 (Exhibit 2.1).

Exhibit 99 - Joint Filing Agreement

SIGNATURES

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

Dated: November 15, 2005 /s/ Mark S. Zucker

Mark S. Zucker

REFLECTION PARTNERS, L.P.

By: Mark S. Zucker
Mark S. Zucker, General Partner

Anvil Claims, Inc.

By: /s/ Mark S. Zucker

Mark S. Zucker, President

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End of Filing