

VITAL LIVING INC
Form 4
November 18, 2004

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
SKYEPHARMA PLC

2. Issuer Name and Ticker or Trading Symbol
VITAL LIVING INC [VTLV.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
105 PICADILLY

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2004

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

LONDON W1J 7NJ, X0

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/15/2004		J(1)		307,493	A	(1)
							(2)
					14,553,194	D	(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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- The Issuer and a majority of the holders of the Notes agreed to adjust effective October 15, 2004 the conversion price of the Notes from \$0.95 to \$0.25, resulting in an increase in the number of shares issuable upon conversion of \$1,000,000 aggregate principal amount of the Notes from 1,052,632 shares to 4,000,000 shares of Common Stock, and the exercise price of the Warrants was adjusted from \$0.95 to \$0.25 and the number of shares issuable upon exercise of 1,000,000 Warrants was increased from 1,052,632 shares of Common Stock to 4,000,000 shares of Common Stock. As a result of standard anti-dilution adjustments in June and July 2004, the exercise price of the Warrants and the conversion price of the Notes had previously been reset to \$0.95 from \$1.00.
- (4)
 - (5) Subject to redemption after December 17, 2004 if the closing price per share of the Common Stock of the Issuer is at least \$3.00 for 10 consecutive trading days.
 - (6) All of the interest on the Notes commencing with the interest payment due in December 2004 is payable at the Issuer's sole option in Common Stock of the Issuer.

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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