

CYTOGEN CORP
Form SC 13G/A
February 11, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934¹

(AMENDMENT NO. 2)

Cytogen Corp.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

232824 30 0

(CUSIP Number)

December 31, 2007

(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)

¹ 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 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).

CUSIP No. 232824 30 0

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Page 2 of 15 Pages

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Investments II, L.P. 22-3764772

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

6. SHARED VOTING POWER

SHARES

7. SOLE DISPOSITIVE POWER

BENEFICIALLY

-0-

OWNED BY 8. SHARED DISPOSITIVE POWER

EACH 106,522*

REPORTING

PERSON WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

106,522*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES

CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12. TYPE OF REPORTING PERSON**

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

*Consists of shares subject to currently exercisable warrants.

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Investments III, L.P. 20-0992411

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

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF

6. -0-
SHARED VOTING POWER

SHARES

7. 272,713*
SOLE DISPOSITIVE POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8. -0- SHARED DISPOSITIVE POWER

272,713*

EACH

REPORTING

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

272,713*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES

11. CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.7%

12. TYPE OF REPORTING PERSON**

PN

** SEE INSTRUCTIONS BEFORE FILLING OUT

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Investments II Advisors Fund, L.P. 22-3784567

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

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF SHARES
6. -0- SHARED VOTING POWER

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7.	2,563*	SOLE DISPOSITIVE POWER
8.	-0-	SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. 2,563*
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES

11. CERTAIN SHARES**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. 0.1%
TYPE OF REPORTING PERSON**

PN
** SEE INSTRUCTIONS BEFORE FILLING OUT

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Associates II LLC 22-3764735

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

NUMBER OF 6. -0-
SHARED VOTING POWER

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SHARES 109,085*
7. SOLE DISPOSITIVE POWER
BENEFICIALLY
OWNED BY 8. -0-
SHARED DISPOSITIVE POWER
EACH 109,085*

REPORTING

PERSON WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

109,085*
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES

CERTAIN SHARES**
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%
12. TYPE OF REPORTING PERSON**

OO
** SEE INSTRUCTIONS BEFORE FILLING OUT

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

ProQuest Associates III LLC 20-0992451

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER

-0-

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NUMBER OF 6. SHARED VOTING POWER
SHARES 272,713*
BENEFICIALLY 7. SOLE DISPOSITIVE POWER
OWNED BY 8. SHARED DISPOSITIVE POWER
EACH 272,713*

REPORTING

PERSON WITH

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

272,713*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES

CERTAIN SHARES**

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.7%

12. TYPE OF REPORTING PERSON**

OO

** SEE INSTRUCTIONS BEFORE FILLING OUT

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Jay Moorin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a)