

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

CANCERVAX CORP
Form SC 13G/A
February 10, 2005

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

CANCERVAX CORPORATION
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.00004 PER SHARE
(Title of Class of Securities)

13738Y107
(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)

CUSIP No. 13738Y108

13G

Page 2 of 10 Pages

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

DONALD L. MORTON, M.D.

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

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF 5 SOLE VOTING POWER
4,533,443

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| | | | |
|---------------|---|---|-----|
| SHARES | 6 | SHARED VOTING POWER | |
| BENEFICIALLY | | 648,039 (1) | |
| OWNED BY EACH | 7 | SOLE DISPOSITIVE POWER | |
| REPORTING | | 4,533,443 | |
| PERSON WITH | 8 | SHARED DISPOSITIVE POWER | |
| | | 648,039 (1) | |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 5,181,482 (1) | |
| 10 | | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | [] |
| 11 | | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | | 18.6% (2) | |
| 12 | | TYPE OF REPORTING PERSON* IN | |

*SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) 648,039 Shares owned by Donald L. Morton, M.D., Grantor Retained Annuity Trust, dated September 6, 2002, for which Dr. Morton disclaims beneficial ownership.
- (2) Based on 27,807,963 shares of common stock outstanding.

CUSIP No. 13738Y108

13G

Page 3 of 10 Pages

| | | | |
|---------------|---|--|--------------------|
| 1 | | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | | DONALD L. MORTON FAMILY TRUST DATED JUNE 2, 1989, DONALD L. MORTON TRUSTEE | |
| 2 | | CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP* | (a) [] (b) [] |
| 3 | | SEC USE ONLY | |
| 4 | | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | | CALIFORNIA, UNITED STATES | |
| NUMBER OF | 5 | SOLE VOTING POWER | |
| SHARES | | 4,533,443 | |
| BENEFICIALLY | 6 | SHARED VOTING POWER | |
| OWNED BY EACH | | 648,039 (1) | |
| | 7 | SOLE DISPOSITIVE POWER | |

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4,533,443

 REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON WITH 648,039 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON
 5,181,482 (1)

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 18.6% (2)

12 TYPE OF REPORTING PERSON*
 OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) 648,039 Shares owned by Donald L. Morton, M.D., Grantor Retained Annuity Trust, dated September 6, 2002, for which the Reporting Person disclaims beneficial ownership.

(2) Based on 27,807,963 shares of common stock outstanding.

 CUSIP No. 13738Y108 13G Page 4 of 10 Pages

1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 ONCOVAC, INC., A CALIFORNIA CORPORATION

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 CALIFORNIA, UNITED STATES

NUMBER OF 5 SOLE VOTING POWER
 SHARES 98,814

BENEFICIALLY 6 SHARED VOTING POWER
 NONE

OWNED BY EACH 7 SOLE DISPOSITIVE POWER
 98,814

REPORTING 8 SHARED DISPOSITIVE POWER
 PERSON WITH NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

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REPORTING PERSON

98,814

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
.4 % (1)

12 TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Based on 27,807,963 shares of common stock outstanding.

CUSIP No. 13738Y108

13G

Page 5 of 10 Pages

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

DONALD L. MORTON, M.D., GRANTOR RETAINED ANNUITY TRUST DATED
SEPTEMBER 6, 2002

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
CALIFORNIA, UNITED STATES

NUMBER OF 5 SOLE VOTING POWER
SHARES 648,039

BENEFICIALLY 6 SHARED VOTING POWER
NONE

OWNED BY EACH 7 SOLE DISPOSITIVE POWER
648,039

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON WITH NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
719,849

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

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

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2.3% (1)

12 TYPE OF REPORTING PERSON*
 OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

- (1) 648,039 Shares owned by Donald L. Morton, M.D., Grantor Retained Annuity Trust, dated September 6, 2002, for which the Reporting Person disclaims beneficial ownership.
- (2) Based on 27,807,963 shares of common stock outstanding.

CUSIP No. 13738Y107

ITEM 1(a). NAME OF ISSUER:

CancerVax Corporation

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

2110 Rutherford Road, Carlsbad, California 92008

ITEM 2(a). NAME OF PERSON FILING:

This Schedule 13G is being filed by the following persons:

- (i) Donald L. Morton, M.D.
- (ii) Donald L. Morton Family Trust dated June 2, 1989
- (iii) Donald L. Morton, M.D., Grantor Retained Annuity Trust dated September 6, 2002
- (iv) OncoVac, Inc, a California corporation

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

- (i) Donald L. Morton, M.D.
c/o Valensi, Rose, Magaram, Morris & Murphy
2029 Century Park East, Suite 2050
Los Angeles, CA 90067
- (ii) Donald L. Morton Family Trust dated June 2, 1989
c/o Valensi, Rose, Magaram, Morris & Murphy
2029 Century Park East, Suite 2050
Los Angeles, CA 90067
- (iii) Donald L. Morton, M.D., Grantor Retained Annuity Trust
c/o Valensi, Rose, Magaram, Morris & Murphy
2029 Century Park East, Suite 2050
Los Angeles, CA 90067
- (iv) OncoVac, Inc.
c/o Valensi, Rose, Magaram, Morris & Murphy
2029 Century Park East, Suite 2050
Los Angeles, CA 90067

ITEM 2(c). CITIZENSHIP:

Donald L. Morton is a United States citizen; Donald L. Morton

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Family Trust dated June 2, 1989 is a trust organized under the laws of the state of California; Donald L. Morton, M.D., Grantor Retained Annuity Trust is a trust organized under the laws of the state of California; and OncoVac, Inc. is a corporation organized under the laws of the state of California.

6

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, Par Value \$0.00004 Per Share

ITEM 2(e). CUSIP NUMBER:

13738Y107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 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 Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

This statement is being filed jointly by the Reporting Persons, although each of them expressly disaffirms membership in any group under Rule 13d-5 of the Exchange Act.

ITEM 4. OWNERSHIP.

(a) Amount Beneficially Owned:

Donald L. Morton, M.D. is the grantor and sole current beneficiary of the Donald L. Morton Family Trust, a revocable trust, which is the record holder of 4,434,629 shares. The Donald L. Morton Family Trust is the sole stockholder of

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OncoVac, Inc., which is the record holder of 98,814 shares. Donald L. Morton, through such entities, may be deemed the beneficial owner of 4,533,443 shares of the common stock of the Issuer. Donald L. Morton is the grantor of the Donald L. Morton, M.D., Grantor Retained Annuity Trust, which is the record holder of 648,039 shares. By virtue of the relationships among these shareholders, Donald L. Morton may be deemed to own beneficially all of the shares.

Each of the reporting persons expressly disclaims beneficial ownership, except to the extent of its pecuniary interest therein, if any, and except in the case of Donald L. Morton, M.D. and the Donald L. Morton Family Trust as to the shares held of record by the Donald L. Morton Family Trust and OncoVac, Inc.

7

(b) Percent of Class:

| Name | No. of Shares | Percent of Class |
|-------------------------------|---------------|------------------|
| Donald L. Morton, M.D. | 5,181,482 | 18.6% |
| Donald L. Morton Family Trust | 5,181,482 | 18.6% |
| OncoVac, Inc. | 98,814 | .4% |
| Donald L. Morton, M.D. GRAT | 719,849 | 2.3% |

The foregoing percentages are based upon 26,675,374 shares outstanding, as reflected on the Issuer's Form 10Q for the Quarter ended September 30, 2003, unless based on more recent information obtained directly from the Issuer (with beneficial ownership determined as set forth in Rule 13d-3 under the Exchange Act, but with beneficial ownership being expressly disclaimed).

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

| | |
|---|-----------|
| Donald L. Morton | 4,533,443 |
| Donald L. Morton Family Trust | 4,533,443 |
| OncoVac, Inc. | 98,814 |
| Donald L. Morton, M.D. Grantor Retained Annuity Trust | 648,039 |

(ii) Shared power to vote or to direct the vote:

| | |
|--|-------------|
| Donald L. Morton and Donald L. Morton Family Trust | 648,039 (1) |
|--|-------------|

(iii) Sole power to dispose or to direct the disposition of:

| | |
|--------------------------------|-----------|
| Donald L. Morton | 4,533,443 |
| Donald L. Morton Family Trust | 4,533,443 |
| OncoVac, Inc. | 98,814 |
| Donald L. Morton, M.D. Grantor | |

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| | | |
|------|--|-------------|
| | Retained Annuity Trust | 648,039 |
| (iv) | Shared power to dispose or to direct the disposition of: | |
| | Donald L. Morton and Donald L. Morton Family Trust | 648,039 (1) |

8

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 five percent of the class of securities, check the following: []

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

Not Applicable

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

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable. The reporting persons expressly disclaim membership in a "group" as defined in Rule 13d-1(b)(ii)(J).

ITEM 10. CERTIFICATIONS.

By signing below, the undersigned certify that, to the best of their 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 are not held in connection with or as a participant in any transaction having that purpose or effect.

(1) Shares owned by Donald L. Morton, M.D., Grantor Retained Annuity Trust, dated September 6, 2002, for which the Reporting Person disclaims beneficial ownership.

9

SIGNATURE

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

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Dated: February 10, 2005

By: /s/ DONALD L. MORTON, M.D.

Donald L. Morton, M.D.

DONALD L. MORTON FAMILY TRUST

/s/ DONALD L. MORTON, M.D.

By: Donald L. Morton, M.D.
Title: Trustee

ONCOVAC, INC.,
A California corporation

/s/ DONALD L. MORTON, M.D.

By: Donald L. Morton, M.D.
Title: President

DONALD L. MORTON, M.D., GRANTOR
RETAINED ANNUITY TRUST

/s/ DONALD L. MORTON, M.D.

By: Donald L. Morton, M.D.
Title: Trustee