

SOLIGENIX, INC.
Form SC 13D/A
October 02, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A1 (Amendment No. 1)

Under the Securities Exchange Act of 1934

Soligenix, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.001 per share

(Title of Class of Securities)

258094101

(CUSIP Number)

James Robinson, Esq.
Cahill Gordon & Reindel llp
80 Pine Street
New York, NY 10005
(212) 701-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 24, 2009

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), 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 Rule 240.13d-7 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).

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Paolo Cavazza
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF, PF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Italy
- | | | |
|--------------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 1,190,770 |
| Beneficially Owned | (8) | SHARED VOTING POWER |
| | | 47,951,620 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 1,190,770 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 47,951,620 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
49,142,390
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
26.3% (based on 167,424,666 shares of Common Stock outstanding as of August 10, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on August 14, 2009, plus 17,352,569 shares of Common Stock issued by the Issuer pursuant to its private placement in September 2009, as reported in the Issuer's Current Report on Form 8-K, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on September 29, 2009, plus 1,976,284 shares of Common Stock issuable upon exercise of the Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
IN

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Claudio Cavazza
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Italy
- | | | |
|--------------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially Owned | (8) | SHARED VOTING POWER |
| | | 47,595,520 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 47,595,520 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
47,595,520
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
25.5% (based on 167,424,666 shares of Common Stock outstanding as of August 10, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on August 14, 2009, plus 17,352,569 shares of Common Stock issued by the Issuer pursuant to its private placement in September 2009, as reported in the Issuer's Current Report on Form 8-K, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on September 29, 2009, plus 1,976,284 shares of Common Stock issuable upon exercise of the Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
IN

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Sigma-Tau Finanziaria S.p.A.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Italy
- | | | |
|--------------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially Owned | (8) | SHARED VOTING POWER |
| | | 47,595,520 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 47,595,520 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
47,595,520
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
25.5% (based on 167,424,666 shares of Common Stock outstanding as of August 10, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on August 14, 2009, plus 17,352,569 shares of Common Stock issued by the Issuer pursuant to its private placement in September 2009, as reported in the Issuer's Current Report on Form 8-K, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on September 29, 2009, plus 1,976,284 shares of Common Stock issuable upon exercise of the Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
CO

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Sigma-Tau International S.A.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Luxembourg
- | | | |
|--------------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially Owned | (8) | SHARED VOTING POWER |
| | | 47,595,520 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 47,595,520 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
47,595,520
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
25.5% (based on 167,424,666 shares of Common Stock outstanding as of August 10, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on August 14, 2009, plus 17,352,569 shares of Common Stock issued by the Issuer pursuant to its private placement in September 2009, as reported in the Issuer's Current Report on Form 8-K, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on September 29, 2009, plus 1,976,284 shares of Common Stock issuable upon exercise of the Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
CO

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Sigma-Tau America S.A.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Luxembourg
- | | | |
|--------------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially Owned | (8) | SHARED VOTING POWER |
| | | 47,595,520 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 47,595,520 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
47,595,520
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
25.5% (based on 167,424,666 shares of Common Stock outstanding as of August 10, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on August 14, 2009, plus 17,352,569 shares of Common Stock issued by the Issuer pursuant to its private placement in September 2009, as reported in the Issuer's Current Report on Form 8-K, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on September 29, 2009, plus 1,976,284 shares of Common Stock issuable upon exercise of the Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
CO

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Sigma-Tau Pharmaceuticals, Inc.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
WC
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Nevada
- | | | |
|--------------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially Owned | (8) | SHARED VOTING POWER |
| | | 47,595,520 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 47,595,520 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
47,595,520
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
25.5% (based on 167,424,666 shares of Common Stock outstanding as of August 10, 2009, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on August 14, 2009, plus 17,352,569 shares of Common Stock issued by the Issuer pursuant to its private placement in September 2009, as reported in the Issuer's Current Report on Form 8-K, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on September 29, 2009, plus 1,976,284 shares of Common Stock issuable upon exercise of the Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
CO

Item 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Amendment No. 1 by Paolo Cavazza, an Italian citizen, Claudio Cavazza, an Italian citizen, Sigma-Tau Finanziaria S.p.A., an Italian corporation (“Sigma-Tau Finanziaria”), Sigma-Tau International S.A., a Luxembourg corporation (“Sigma-Tau International”), Sigma-Tau America S.A., a Luxembourg corporation (“Sigma-Tau America”) and Sigma-Tau Pharmaceuticals, a Nevada Corporation (“Sigma-Tau Pharmaceuticals” and, together with Paolo Cavazza, Claudio Cavazza, Sigma-Tau Finanziaria, Sigma-Tau International and Sigma-Tau America, the “Reporting Parties”) amends the Schedule 13D filed with the SEC on February 20, 2009 with respect to the Common Stock, \$0.001 par value (the “Common Stock”), of Soligenix, Inc. (formerly DOR BioPharma, Inc.) (the “Issuer”), a Delaware corporation whose principal offices are located at 29 Emmons Drive, Suite C-10, Princeton, New Jersey 08540.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Schedule 13D is being filed jointly on behalf of Paolo Cavazza, Claudio Cavazza, Sigma-Tau Finanziaria, Sigma-Tau International, Sigma-Tau America and Sigma-Tau Pharmaceuticals. Claudio Cavazza directly and indirectly owns 57% of Sigma-Tau Finanziaria. Paolo Cavazza directly and indirectly owns 38% of Sigma-Tau Finanziaria. Sigma-Tau International is a direct wholly-owned subsidiary of Sigma-Tau Finanziaria. Sigma-Tau America is a direct wholly-owned subsidiary of Sigma-Tau International. Sigma-Tau Pharmaceuticals is a direct wholly-owned subsidiary of Sigma-Tau America.

The business address of Sigma-Tau Finanziaria is Via Sudafrica, 20, Rome, Italy 00144. The principal business of Sigma Tau Finanziaria is as a parent holding company whose principal assets consist of the common stock of its subsidiaries which form a fully integrated pharmaceutical company operating in Europe, the United States and Africa.

The business address of Sigma-Tau International is 19-21 Boulevard du Prince Henri,

L-1724 Luxembourg. Sigma-Tau International is a subsidiary holding company whose principal assets consist of the common stock of its subsidiaries which form a fully integrated pharmaceutical company operating in Europe (excluding Italy), the United States and Africa.

The business address of Sigma-Tau America is 19-21 Boulevard du Prince Henri, L-1724 Luxembourg. Sigma-Tau America is a subsidiary holding company whose principal assets consist of the common stock of its subsidiaries which form a fully integrated pharmaceutical company operating mainly in the United States.

The business address of Sigma-Tau Pharmaceuticals is 9841 Washingtonian Boulevard, Suite 500, Gaithersburg, Maryland 20878. Sigma-Tau Pharmaceuticals is a pharmaceuticals company engaged in the global development and commercialization of pharmaceuticals for patients with rare diseases.

The name, address, principal occupation or employment and citizenship of each of the executive officers and directors of, and each person, including Claudio Cavazza and Paolo Cavazza, controlling Sigma-Tau Finanziaria, Sigma-Tau International, Sigma-Tau America and Sigma-Tau Pharmaceuticals are set forth in Schedule A hereto. Neither the Reporting Parties nor any of the persons listed on

Schedule A has been, during the last five years, (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

In July 2006, Chaumiére-Consultadoria e Servicos SDC Unipessoal LDA (“Chaumire”) purchased 356,100 shares of Common Stock in the open market at an average cash purchase price of \$0.267 per share. Chaumiére used its working capital to purchase such shares. Chaumiére is an indirect wholly-owned subsidiary of Aptafin S.A. (“Aptafin”). Aptafin is owned by Paolo Cavazza and members of his family.

During the period from July 18, 2006 through September 8, 2006, Paolo Cavazza purchased 1,190,770 shares of Common Stock in the open market at an average cash purchase price of \$0.2713 per share. Paolo Cavazza used personal funds to purchase such shares.

On November 26, 2008, pursuant to a Letter of Intent, dated November 26, 2008, between the Issuer and Sigma-Tau Pharmaceuticals (the “Letter of Intent”), Sigma-Tau Pharmaceuticals purchased 16,666,667 shares of Common Stock at a cash purchase price of \$0.09 per share. Sigma-Tau Pharmaceuticals used its working capital to purchase such shares.

On February 11, 2009, pursuant to a Common Stock Purchase Agreement, dated as of February 11, 2009, between the Issuer and Sigma-Tau Pharmaceuticals (the “February 2009 Purchase Agreement”), Sigma-Tau Pharmaceuticals purchased 25,000,000 shares of Common Stock at a cash purchase price of \$0.18 per share. Sigma-Tau Pharmaceuticals used its working capital to purchase such shares.

On September 24, 2009, pursuant to a Securities Purchase Agreement, dated as of September 23, 2009, among the Issuer, Sigma-Tau Pharmaceuticals and the other Investors identified therein (the “September 2009 Purchase Agreement”), Sigma-Tau Pharmaceuticals agreed to purchase and, on September 28, 2009, Sigma-Tau Pharmaceuticals purchased, 3,952,569 shares of Common Stock at a cash purchase price of \$0.253 per share. Sigma-Tau Pharmaceuticals used its working capital to purchase such shares. In consideration of the purchase of such shares, the Issuer issued a warrant to Sigma-Tau Pharmaceuticals to purchase 1,976,284 shares of Common Stock (the “Warrant”), exercisable at a price of \$0.278 per share, in whole or in part, at any time and from time to time from September 28, 2009 through September 27, 2014. The expiration date of the Warrant may be accele