

MICROMET, INC.
Form SC 13G/A
February 14, 2013

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A
Under the Securities Exchange Act of 1934

(Amendment No. 4)

Micromet Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

59509C105

(CUSIP Number)

December 31, 2012

(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)

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. 59509C105

Page 2 of 7 Pages

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Merlin BioMed Private Equity Advisors, LLC (IRS No. 13-4178606)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(A)

(B)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware limited liability company

SOLE VOTING POWER

5

0

NUMBER OF SHARES

SHARED VOTING POWER

BENEFICIALLY OWNED BY

6

0

EACH REPORTING PERSON

SOLE DISPOSITIVE POWER

7

0

WITH:

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

0

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

CUSIP No. 59509C105

Page 3 of 7 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Dominique Sémon

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)

(A)

(B)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

		SOLE VOTING POWER
	5	0
NUMBER OF		SHARED VOTING POWER
SHARES		0
BENEFICIALLY	6	SOLE DISPOSITIVE POWER
OWNED BY		0
EACH		SHARED DISPOSITIVE POWER
REPORTING	7	0
PERSON		0
WITH:	8	
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

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

0%

12 TYPE OF REPORTING PERSON (See Instructions)

OO

Item 1. (a) Name of Issuer:

Micromet Inc.

(b) Address of Issuer's Principal Executive Offices:

6707 Democracy Blvd., Suite 505
Bethesda, MD 20817

Item 2. (a) Name of Person Filing:

Merlin BioMed Private Equity Advisors, LLC
Dominique Sémon

(b) Address of Principal Business Office or, if none, Residence:

424 West 33rd Street, Suite 520
New York, New York 10001

(c) Citizenship:

Merlin BioMed Private Equity Advisors, LLC is a Delaware Limited Liability Company.
Dominique Sémon is a citizen of Switzerland.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

59509C105

Item 3.If this statement is being filed pursuant to Rule 13d-1(b) or (c), or 13d-2(b), check whether the person filing is:

- (a) Broker or dealer registered under Section 15 of the Act
- (b) Bank as defined in section 3(a)(6) of the Act
- (c) Insurance company as defined in section 3(a)(19) of the Act
- (d) Investment company registered under section 8 of the Investment Company Act of 1940
- (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)(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 of 1940

(j)

o

Group, in accordance with 13d-1(b)(1)(ii)(J)

Item 4. Ownership:

(a) Amount Beneficially Owned:		0	*
(b) Percent of Class:		0	%
(c) Number of Shares as to which such person has:			
(i)	Sole power to vote or direct the vote:	0	
(ii)	Shared power to vote or direct the vote:	0	*
(iii)	Sole power to dispose or direct the disposition of:	0	
(iv)	Shared power to dispose or direct the disposition of:	0	*

*See Attachment A.

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:

N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

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.

Merlin BioMed Private Equity Advisors, LLC
By: Dominique Sémon, as Managing Member

/s/Dominique Sémon

/s/Dominique Sémon
Dominique Sémon

Date: February 14, 2013

ATTACHMENT A

As of December 31, 2012, Merlin BioMed Private Equity Advisors, LLC (“Merlin”) was no longer a beneficial owner of shares of Common Stock of Micromet Inc. (“Common Stock”). Dominique Sémon is the Managing Member of Merlin. Neither Merlin or Dominique Sémon share voting or dispositive power of the shares of Common Stock.

ATTACHMENT B

AGREEMENT OF JOINT FILING

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other persons signatory below of a statement on Schedule 13G or any amendments thereto, with respect to the Common Stock of Micromet Inc. and that this Agreement be included as an attachment to such filing.

This Agreement may be executed in any number of counterparts each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same Agreement.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement on the 14th day of February, 2013.

Merlin BioMed Private Equity Advisors, LLC
By: Dominique Sémon, as Managing Member

/s/Dominique Sémon
Managing Member

/s/Dominique Sémon
Dominique Sémon

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imes New Roman" SIZE="2">Advantage Index Fund Common Stock 404,356 ** 22,538,804

*

Wells Fargo Minnesota, N.A.

Advantage Growth Balanced Fund Mutual Fund Balanced

403,288 ** 12,251,895

*

Wells Fargo Minnesota, N.A.

Advantage Small Company Growth Fund, Common Stock

301,081 ** 8,321,880

Wells Fargo Minnesota, N.A.

PIMCO Total Return Bond Fund Corporate Bonds

432,921 ** 4,493,719

Wells Fargo Minnesota, N.A.

Janus Twenty Fund Common Stock

86,839 ** 4,743,151

*

Wells Fargo Minnesota, N.A.

S&P Midcap Index Fund Common Stock

92,027 ** 5,700,171

Wells Fargo Minnesota, N.A.

Van Kampen Common Stock Fund Pooled, Common and Collective

239,842 ** 4,616,962

Wells Fargo Minnesota, N.A.

Dodge & Cox International Stock Fund, Common Stock

101,797 ** 4,444,463

Wells Fargo Minnesota, N.A.

Goldman Sachs Small Cap Value Fund, Common Stock

40,554 ** 1,852,517

Wells Fargo Minnesota, N.A.

MFS International Growth Fund Common Stock

198,446 ** 5,435,424

*

Participant loans

Participant loans receivable, interest at 4.0% to 9.5%, due at various dates through 2021

\$ 3,208,433

Total investments

\$191,137,895

* Represents party-in-interest.

** Cost omitted for participant directed investments

See accompanying report of independent registered public accounting firm.

Table of Contents**Schedule II****H.B. FULLER COMPANY THRIFT PLAN**

Schedule H, line 4j Schedule of Reportable Transactions*

Year ended December 31, 2006

EIN 41-0268370

Plan Number 003

Five percent of series of transaction by security issue:

Security issue	Number of		Total dollar amount		Transaction	Expenses	Net
	Purchases	Sales	Purchases	Sales	cost	Incurred	gain
H.B. Fuller Company Common Stock	43		22,978,799		22,978,799	23,723	
		69		42,667,324	22,090,655	46,019	20,576,669
Wells Fargo Stable Return Fund, Pooled, Common and Collective	120		29,984,840		29,984,840		
		117		22,348,676	21,245,545		1,103,131
Wells Fargo Short Term Investment Fund	152		38,821,133		38,821,133		
		169		38,449,034	38,449,034		

Five percent of series of transaction by broker:

Broker	Description	Principal Cash	Expenses Incurred	Transaction Cost	Net Gain
Bernstein Sanford C. & CO	H.B. Fuller Company Common Stock	\$ 9,951,205	11,662	5,094,235	4,856,970
Merrill Lynch Pierce Fenner	H.B. Fuller Company Common Stock	\$ 35,963,922	36,529	26,093,633	9,870,289

* Transactions or series of transactions in excess of 5 percent of the Plan's assets at January 1, 2006, as defined in 29 CFR 2520.103-6 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. See accompanying report of independent registered public accounting firm.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

H.B. FULLER COMPANY THRIFT PLAN

Date: June 29, 2007
(Plan administrator)

By: /s/ Mary Lehnert

Table of Contents

EXHIBITS

The following documents are filed as exhibits to this Report:

Exhibit No.	Document
(23)	Consents of Independent Registered Public Accounting Firms