

MANHATTAN PHARMACEUTICALS INC
Form SC 13G
April 14, 2003

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

Schedule 13G

Under the Securities Exchange Act of 1934

Manhattan Pharmaceuticals, Inc.
(f/k/a Atlantic Technology Ventures, Inc.)

Common Stock, par value \$.001 per share
(Title of Class of Securities)

April 7, 2003

(CUSIP Number: 563 118 108)

Date of event which requires filing
February 21, 2003

Check the appropriate box to designate the rule pursuant to which the 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 in the remainder of this cover page shall not be deemed to be filled 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 to Schedule 13G).

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CUSIP No. 563 118 108

1 NAMES OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 Lindsay A. Rosenwald, M.D.

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

11,468,199

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

11,468,199

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,468,199

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*

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

9.8%

12 TYPE OF REPORTING PERSON*

IN

2

Manhattan Pharmaceuticals, Inc. (f/k/a Atlantic Technology Ventures, Inc.)
(the "Company")

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

787 Seventh Avenue, 48th Floor
New York, NY 10019

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ITEM 2(a) NAME OF PERSON FILING:
Lindsay A. Rosenwald

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

787 Seventh Avenue, 48th Floor
New York, NY 10019

ITEM 2(c). CITIZENSHIP:
United States

ITEM 2(d). TITLE OF CLASS OF SECURITIES:
Common Stock, \$0.001 par value.

ITEM 2(e). CUSIP NUMBER: 563 118 108

ITEM 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);

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- (g) A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (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 (15 U.S.C. 80a-3);
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).
- (h) Not Applicable

ITEM 4. OWNERSHIP

Pursuant to the merger (the "Merger") of Manhattan Pharmaceuticals, Inc. ("Manhattan") and Atlantic Technology Ventures, Inc. ("Atlantic"), Atlantic issued 12.709 of its shares of Common Stock to Manhattan stockholders. Dr. Rosenwald, who was also a substantial

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stockholder of Atlantic, was issued 7,975,322 shares of Common Stock. In addition, in connection with the Merger, holders of certain Common Stock Warrants of Atlantic exchanged such warrants for shares of Common Stock on the basis of one share of Common Stock for every three shares of Common Stock underlying the Warrants. As a result of such exchange, Dr. Rosenwald was issued 694,444 shares of Common Stock. In addition, Dr. Rosenwald holds 3,122,665 shares of Common Stock and warrants to purchase 370,212 shares of Common Stock of the Issuer. Accordingly, Dr. Rosenwald may be deemed to beneficially own 11,468,199 shares of Common Stock or 9.8% of the Issuer.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable

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

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my 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 a transaction having that purpose and effect.

SIGNATURES

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.

Dated: April 7, 2003
New York, NY

By: /s/ Lindsay A. Rosenwald

Name: Lindsay A. Rosenwald, M.D.