

MANHATTAN PHARMACEUTICALS INC
Form SC 13G/A
February 05, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),
(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(AMENDMENT NO. 2) *

Manhattan Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

563118207
(CUSIP Number)

January 30, 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)

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* 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 of otherwise subject to the liabilities of that section of the Act

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but shall be subject to all other provisions of the Act (however, see the Notes)

SCHEDULE 13G

CUSIP No. 563118207

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oleoyl-Estrone Developments SL

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

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Barcelona, Spain

5) SOLE VOTING POWER

3,957,037

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6) SHARED VOTING POWER

0

7) SOLE DISPOSITIVE POWER

3,957,037

8) SHARED DISPOSITIVE POWER

0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,957,037

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

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

6.6%

12) TYPE OF REPORTING PERSON

CO

SCHEDULE 13G

CUSIP No. 563118207

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1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Joan Pons Gimbert

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

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Spain

5) SOLE VOTING POWER
NUMBER OF SHARES 4,075,816 (1)

6) SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH 0

7) SOLE DISPOSITIVE POWER
REPORTING PERSON WITH 4,075,816 (1)

8) SHARED DISPOSITIVE POWER
0

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,075,816 (1)

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
6.8%

12) TYPE OF REPORTING PERSON
IN

(1) Voting and dispositive power is exercised by Mr. Pons in his capacity as Chief Executive Officer of Oleoyl-Estrone Developments SL ("OED"). Mr. Pons disclaims beneficial ownership of the shares owned by OED.

Schedule 13G

Item 1(a). Name of Issuer:

Manhattan Pharmaceuticals, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

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810 Seventh Avenue, 4th Floor
New York, New York 10019

Item 2(a). Name of Persons Filing:

Oleoyl-Estrone Developments SL

Joan Pons Gimbert

Item 2(b). Address of Principal Business Office or, if None, Residence:
The business address of Oleoyl-Estrone Developments SL is:

Josep Samitier 1-5
Barcelona Science Park
08028 Barcelona, Spain

The business address of Joan Pons Gimbert is:

c/o Oleoyl-Estrone Developments
Josep Samitier 1-5
Barcelona Science Park
08028 Barcelona, Spain

Item 2(c). Citizenship or Place of Organization:

Oleoyl-Estrone Developments SL is a company of unlimited duration registered in the Registro Mercantil of Barcelona.

Joan Pons Gimbert is a citizen of Spain.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value per share

Item 2(e). CUSIP Number:

563118207

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) Investment Adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E)
- (f) Employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company or control person in accordance

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with ss. 240.13d-1(b) (ii) (G)

- (h) Savings Association as defined in ss. 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813)
- (i) Church plan that is excluded from the definition of an investment company under ss. 3(c)(15) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with ss. 240.13d-1(b) (ii) (J)

Item 4. Ownership.

- (a) Amount beneficially owned: 4,075,816 (includes 3,957,037 shares held by Oleoyl-Estrone Developments and 116,667 shares issuable upon exercise of options which are currently exercisable.)
- (b) Percent of class: 6.8% (based upon 60,147,815 shares outstanding as reported by the Issuer)
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 4,075,816
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 4,075,816
 - (iv) Shared power to dispose or to direct the disposition of: 0

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.

- (a) Not applicable
- (b) Not applicable

SIGNATURES

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After reasonable inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Oleoyl-Estrone Developments SL

By: /s/ Joan Pons Gimbert

Joan Pons Gimbert
Chief Executive Officer

Joan Pons Gimbert

/s/ Joan Pons Gimbert

Joan Pons Gimbert

Dated as of February 4, 2007

Agreement of Joint Filing

Pursuant to 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby confirm the agreement by and among them to join in the filing on behalf of each of them of a Statement on Schedule 13G and any and all amendments thereto, and that this Agreement be included as an Exhibit 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, each of the undersigned has executed this Agreement.

OLEOYL-ESTRONE DEVELOPMENTS SL

Dated: February 4, 2007

By: /s/ Joan Pons Gimbert

Joan Pons Gimbert
Chief Executive Officer

JOAN PONS GIMBERT

Dated: February 4, 2007

/s/ Joan Pons Gimbert

Joan Pons Gimbert

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