

Achaogen, Inc.  
Form SC 13D/A  
February 26, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 7)<sup>1</sup>

Achaogen, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

004449104

(CUSIP Number)

ADAM W. FINERMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

February 25, 2019

Edgar Filing: Achaogen, Inc. - Form SC 13D/A

(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* § 240.13d-7 for other parties to whom copies are to be sent.

1        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. 004449104

1	NAME OF REPORTING PERSON	
	ROBERT W. DUGGAN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	U.S.A	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		9,389,734*
8		SHARED VOTING POWER
		- 0 -
9		SOLE DISPOSITIVE POWER
		9,389,734*
10		SHARED DISPOSITIVE POWER
		- 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY	

EACH REPORTING PERSON

	9,389,734*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	14.9%* TYPE OF REPORTING PERSON
	IN

\* Represents (i) 9,187,309 Shares held by Mr. Duggan, (ii) 72,170 Shares held by Genius Inc., (iii) 30,000 Shares held by Blaze-On and (iv) 100,255 Shares held by RWD Foundation.

CUSIP NO. 004449104

1	NAME OF REPORTING PERSON	
	GENIUS INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		72,170
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		72,170
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

72,170  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

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

14 Less than 1%  
TYPE OF REPORTING  
PERSON

CO

CUSIP NO. 004449104

1	NAME OF REPORTING PERSON	
	BLAZE-ON CORPORATION	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)	
	(b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	CALIFORNIA	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		30,000
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		30,000
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

30,000  
12 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

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

Less than 1%  
14 TYPE OF REPORTING  
PERSON

CO



CUSIP NO. 004449104

1	NAME OF REPORTING PERSON	
	ROBERT W. DUGGAN FOUNDATION	
2	CHECK THE APPROPRIATE BOX IF A MEMBER <sup>(a)</sup> OF A GROUP <sup>(b)</sup>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	NEVADA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  100,255
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  100,255
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

100,255  
12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

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

Less than 1%  
14 TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 004449104

The following constitutes Amendment No. 7 to the Schedule 13D filed by the undersigned ("Amendment No. 7"). This Amendment No. 7 amends the Schedule 13D as specifically set forth herein.

Item 5. Interest in Securities of the Issuer.

Items 5(a)–(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each of the Reporting Persons is based on 63,206,001 Shares outstanding, as of February 22, 2019, which is the total number of Shares outstanding as advised by the Issuer on February 25, 2019.

A. Mr. Duggan

As of the close of business on February 25, 2019, Mr. Duggan directly owned 9,187,309 Shares. As the sole shareholder of Genius Inc., Mr. Duggan may be deemed the beneficial owner of the 72,170 Shares owned by (a) Genius Inc. As the sole officer and sole director of Blaze-On, Mr. Duggan may be deemed the beneficial owner of the 30,000 Shares owned by Blaze-On. As the President of RWD Foundation, Mr. Duggan may be deemed the beneficial owner of the 100,255 Shares owned by RWD Foundation.

Percentage: Approximately 14.9%

- (b)
1. Sole power to vote or direct vote: 9,389,734
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 9,389,734
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Duggan has not entered into any transactions in the Shares during the past sixty days.

B. Genius Inc.

(a) As of the close of business on February 25, 2019, Genius Inc. beneficially owned 72,170 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 72,170
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 72,170
  4. Shared power to dispose or direct the disposition: 0

(c) Genius Inc. has not entered into any transactions in the Shares during the past sixty days.

C. Blaze-On

(a) As of the close of business on February 25, 2019, Blaze-On beneficially owned 30,000 Shares.  
Percentage: Less than 1%

CUSIP NO. 004449104

- (b)
1. Sole power to vote or direct vote: 30,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 30,000
  4. Shared power to dispose or direct the disposition: 0

(c) Blaze-On has not entered into any transactions in the Shares during the past sixty days.

D. RWD Foundation

(a) As of the close of business on February 25, 2019, RWD Foundation beneficially owned 100,255 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 100,255
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 100,255
  4. Shared power to dispose or direct the disposition: 0

(c) RWD Foundation has not entered into any transactions in the Shares during the past sixty days.

CUSIP NO. 004449104

SIGNATURES

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

Dated: February 26, 2019

GENIUS INC.

By: /s/ Ryan Flake  
Name: Ryan Flake  
Title: Chief Financial Officer

BLAZE-ON CORPORATION

By: /s/ Robert W. Duggan  
Name: Robert W. Duggan  
Title: Chief Executive Officer

Robert W. Duggan  
Foundation

By: /s/ Robert W. Duggan  
Name: Robert W. Duggan  
Title: President

/s/ Robert W. Duggan  
Robert W. Duggan