

ANIKA THERAPEUTICS INC
Form SC 13G
January 08, 2010

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

SCHEDULE 13G
(Rule 13d-102)

Information Statement Pursuant to Rules 13d-1 and 13d-2
Under the Securities Exchange Act of 1934
(Amendment No.)*

Anika Therapeutics Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

035255108
(CUSIP Number)

December 30, 2009
(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 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. 035255108

NAMES OF REPORTING PERSONS

1 Fidia Farmaceutici S.p.A.
I.R.S. Identification Nos. of above persons (entities only)

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 Italy

SOLE VOTING POWER

5
NUMBER OF SHARES BENEFICIALLY OWNED BY

None

SHARED VOTING POWER

6
OWNED BY

1,981,192

SOLE DISPOSITIVE POWER

7
EACH REPORTING PERSON

None

SHARED DISPOSITIVE POWER

8
WITH:

1,981,192

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,981,192 shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

Approximately 14% (1)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO (Corporation)

(1) The beneficial ownership percentage reported herein is based on 12,581,787 shares of the common stock, \$0.01 par value per share ("Common Stock") of Anika Therapeutics Inc. (the "Issuer") outstanding as of December 28, 2009, as disclosed to Fidia Farmaceutici S.p.A. ("Fidia") in the Purchase and Sale Agreement, dated as of December 30, 2009 (the "Purchase Agreement"), between Fidia and the Issuer, plus 1,981,192 shares of Common Stock issued to Fidia pursuant to the Purchase Agreement.

CUSIP NO. 035255108

NAMES OF REPORTING PERSONS

1 P&R S.p.A.
I.R.S. Identification Nos. of above persons (entities only)

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

Italy

SOLE VOTING POWER

5

NUMBER OF SHARES BENEFICIALLY OWNED BY

None

SHARED VOTING POWER

6 OWNED BY

1,981,192

SOLE DISPOSITIVE POWER

7 EACH REPORTING PERSON

None

SHARED DISPOSITIVE POWER

8 WITH:

1,981,192

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,981,192 shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

Approximately 14% (2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO

(2) See footnote (1) above.

CUSIP NO. 035255108

NAMES OF REPORTING PERSONS

1 Fiore Holding S.r.l.
I.R.S. Identification Nos. of above persons (entities only)

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 Italy

SOLE VOTING POWER

5
NUMBER OF None

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

6
1,981,192

SHARED VOTING POWER

1,981,192

SOLE DISPOSITIVE POWER

7
None

SHARED DISPOSITIVE POWER

8
1,981,192

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,981,192 shares

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10

Not applicable

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

Approximately 14% (3)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12

CO

(3) See footnote (1) above.

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Item 1(a). Name of Issuer

Anika Therapeutics Inc., a Massachusetts corporation (the "Issuer").

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

32 Wiggins Avenue, Bedford, MA 01730.

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office or, if None, Residence

Item 2(c). Citizenship

Fidia Farmaceutici S.p.A. ("Fidia")
Via Ponte della Fabbrica 3/A
Abano Terme (PD), Italy CAP 35031
Citizenship: Italy

P&R S.p.A. ("P&R")
Via Milano n. 186
Garbagnate Milanese (MI), Italy CAP 20024
Citizenship: Italy

Fiore Holding S.r.l. ("Fiore")
Via Principe Amedeo n. 3
Milano (MI), Italy CAP 20121
Citizenship: Italy

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons".

Item 2(d). Title of Class of Securities

Common Stock, \$0.01 par value per share ("Common Stock").

Item 2(c). CUSIP No.

035255108

Item 3. If this Statement is Filed Pursuant to Rules 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:
Not applicable

- (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. 73c).
- (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 §13d-1(b)(1)(ii)(E).
 - (f) " An employee benefit plan or endowment fund in accordance with §240.13d 1(b)(1)(ii)(F).
-

- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) " A savings association 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 §240.13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Fidia is the record holder of 1,981,192 shares of Common Stock of the Issuer.

P&R, which owns a majority of the outstanding equity of Fidia, may be deemed to beneficially own the 1,981,192 shares of Common Stock beneficially owned by Fidia.

Fiore, which owns a majority of the outstanding equity of P&R, may be deemed to beneficially own the 1,981,192 shares of Common Stock beneficially owned by Fidia, which may be deemed to be beneficially owned by P&R.

Each of P&R and Fiore disclaims beneficial ownership of the shares of Common Stock beneficially owned by Fidia and the filing of this statement shall not be construed as an admission that any such Reporting Person is the beneficial owner of any such shares.

(b) Percent of class:

For each of the Reporting Persons: approximately 14%. The beneficial ownership percentage reported herein is based on 12,581,787 shares of Common Stock outstanding as of December 28, 2009, as disclosed to Fidia in the Purchase and Sale Agreement, dated as of December 30, 2009 (the "Purchase Agreement"), between Fidia and the Issuer, plus 1,981,192 shares of Common Stock issued to Fidia pursuant to the Purchase Agreement.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: None

(ii) Shared power to vote or to direct the vote: 1,981,192

(iii) Sole power to dispose or to direct the disposition of: None

(iv) Shared power to dispose or to direct the disposition of: 1,981,192

Fidia has both voting and investment authority with respect to 1,981,192 of the shares of Common Stock of the Issuer (the "Shares"). However, P&R, which owns a majority of the outstanding equity of Fidria, and Fiore, which owns a majority of the outstanding equity of P&R, may each be deemed to control Fidria and share voting and investment power with respect to the Shares. In addition, Fidria may be deemed to share investment power over 800,000 of the Shares with the Issuer pursuant to the terms of the Escrow Agreement, dated as of December 30, 2009, between Fidria, the Issuer and America Stock Transfer and Trust Co. (the "Escrow Agreement"), as described in further detail in response to Item 6 below.

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 []:

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Pursuant to the terms of the Escrow Agreement, Fidia may be deemed to share with the Issuer the power to dispose or direct the disposition of 800,000 shares of Common Stock (the "Escrow Shares"). The Escrow Shares have been placed in escrow subject to the Escrow Agreement for a period of up to 18 months (or for so long as any claims are validly pending with respect to such shares) in order to secure the indemnification obligations of Fidia under the Purchase Agreement. Subject to the terms of the Escrow Agreement, the number of Escrow Shares in escrow will be reduced to 500,000 shares of Common Stock on January 1, 2011. For so long as any Escrow Shares are subject to the Escrow Agreement, Fidia has the sole right to vote such shares but, without the consent of the Issuer, may not dispose of or transfer its interests in such shares. Any dividends paid with respect to escrowed shares will be added to the escrow account and become subject to the Escrow Agreement.

Other than the Issuer in accordance with the terms of the Escrow Agreement as described above, no person other than a Reporting Person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock reported in Item 4.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

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. Certifications

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 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.

Date: 1/8/2010

FIDIA FARMACEUTICI S.P.A.

/s/ Antonio Germani
By: Antonio Germani
Title: Chief Executive Officer

P&R S.P.A.

/s/ Carlo Pizzocaro
By: Carlo Pizzocaro
Title: Managing Director

FIORE HOLDING S.R.L.

/s/ Francesco Pizzocaro
By: Francesco Pizzocaro
Title: Chairman

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G and any amendments to it with respect to the Common Stock, par value \$0.01 per share, of Anika Therapeutics Inc., and further agree that this Joint Filing Agreement be included as an Exhibit to those joint filings.

Dated: 1/8/2010

FIDIA FARMACEUTICI S.P.A.

/s/ Antonio Germani
By: Antonio Germani
Title: Chief Executive Officer

P&R S.P.A.

/s/ Carlo Pizzocaro
By: Carlo Pizzocaro
Title: Managing Director

FIORE HOLDING S.R.L.

/s/ Francesco Pizzocaro
By: Francesco Pizzocaro
Title: Chairman
