

INDEVUS PHARMACEUTICALS INC
Form SC 13G/A
February 14, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

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

Indevus Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

454072109

(CUSIP Number)

December 31, 2006

(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 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 ("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. 454072109

- | | | |
|-----|---|--------------------------|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) | |
| | Quogue Capital LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization | |
| | New York | |
| | 5. | Sole Voting Power |
| | | 3,287,025 |
| | 6. | Shared Voting Power |
| | | 0 |
| | 7. | Sole Dispositive Power |
| | | 3,287,025 |
| | 8. | Shared Dispositive Power |
| | | 0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 3,287,075 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9) | |
| | 5.7% | |
| 12. | Type of Reporting Person (See Instructions) | |
| | OO | |

CUSIP No. 454072109

- | | | |
|-----|---|--|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only) | |
| | Wayne P. Rothbaum | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization | |
| | United States | |
| | 5. | Sole Voting Power
150,240 (See Item 4) |
| | 6. | Shared Voting Power
0 (See Item 4) |
| | 7. | Sole Dispositive Power
150,240 (See Item 4) |
| | 8. | Shared Dispositive Power
0 (See Item 4) |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
150,240 (See Item 4) | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
0.3% | |
| 12. | Type of Reporting Person (See Instructions)
IN | |

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Item 1.

- (a) Name of Issuer
Indevus Pharmaceuticals, Inc.
- (b) Address of Issuer's Principal Executive Offices
33 Hayden Avenue
Lexington, Massachusetts 02421-7966

Item 2.

- (a) Name of Person Filing
Quogue Capital LLC
Wayne P. Rothbaum
- (b) Address of Principal Business Office or, if none, Residence
Quogue Capital LLC
1285 Avenue of the Americas
35th Floor
New York, New York 10019

Wayne P. Rothbaum

c/o Quogue Capital LLC

1285 Avenue of the Americas

35th Floor

New York, New York 10019

- (c) Citizenship
See Item 4 of cover pages.
- (d) Title of Class of Securities
Common Stock, \$.001 par value per share (the "Common Stock")
- (e) CUSIP Number
454072109

Item 3.

If this statement is filed pursuant to §§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 §240.13d-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 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 §240.13d-1(b)(1)(ii)(J).

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. The following information is provided as of December 31, 2006:

(a) Amount beneficially owned:

Quogue Capital LLC owns an aggregate of 3,287,025 shares of Common Stock, comprised of (i) 1,484,140 shares of outstanding Common Stock and (ii) 1,802,885 shares of Common Stock issuable upon conversion of \$12,000,000 in principal amount of the issuer's 6.25% Convertible Senior Notes due 2008.

Wayne P. Rothbaum owns an aggregate of 150,240 shares of Common Stock issuable upon conversion of \$1,000,000 in principal amount of the issuer's 6.25% Convertible Senior Notes due 2008. In addition, Mr. Rothbaum is the managing member of Quogue Capital LLC and so may be deemed to beneficially own the 3,287,025 shares of Common Stock beneficially owned by Quogue Capital LLC. Mr. Rothbaum disclaims such beneficial ownership.

(b) Percent of class:

5.7% for Quogue Capital LLC; and
0.3% for Wayne P. Rothbaum.

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

(i) Sole power to vote or to direct the vote

See Item 5 of cover pages.

(ii) Shared power to vote or to direct the vote

See Item 6 of cover pages.

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of cover pages.

(iv) Shared power to dispose or to direct the disposition of

See Item 8 of cover pages.

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 ☐ O.

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 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.

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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 any transaction having that purpose or effect.

[Signature Page Follows]

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: February 14, 2007

QUOGUE CAPITAL LLC

By: /s/ Wayne P. Rothbaum
Name: Wayne P. Rothbaum
Title: President

/s/ Wayne P. Rothbaum
Wayne P. Rothbaum

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock, \$.001 par value per share, of Indevus Pharmaceuticals, Inc. and that this Joint Filing Agreement be included as an exhibit to such statement. This Joint Filing Agreement may be executed in any number of counterparts, all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Joint Filing Agreement as of February 14, 2007.

QUOGUE CAPITAL LLC

By: /s/ Wayne P. Rothbaum
Name: Wayne P. Rothbaum
Title: President

/s/ Wayne P. Rothbaum
Wayne P. Rothbaum
