

SOLIGENIX, INC.
Form SC 13D/A
May 16, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A4 (Amendment No. 4)

Under the Securities Exchange Act of 1934

Soligenix, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.001 per share
(Title of Class of Securities)

258094101
(CUSIP Number)

James Robinson, Esq.
Cahill Gordon & Reindel llp
80 Pine Street
New York, NY 10005
(212) 701-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 3, 2013
(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 [X].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

*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. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Paolo Cavazza
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF, PF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Italy
- | | | |
|--------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 59,539 |
| Beneficially | (8) | SHARED VOTING POWER |
| Owned | | 3,320,411 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 59,539 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 3,320,411 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,379,950
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
26.7% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on May 3, 2013, plus 444,873 shares of Common Stock issuable upon exercise of the 2012 Warrants (as defined below)).
- (14) TYPE OF REPORTING PERSON
IN

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Sigma-Tau Finanziaria S.p.A.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Italy
- | | | |
|--------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially | (8) | SHARED VOTING POWER |
| Owned | | 3,068,461 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 3,068,461 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,068,461
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
24.4% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on May 3, 2013, plus 357,069 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2012 Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
CO

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Sigma-Tau International S.A.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Luxembourg
- | | | |
|--------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially | (8) | SHARED VOTING POWER |
| Owned | | 3,068,461 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 3,068,461 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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- (14) TYPE OF REPORTING PERSON
CO

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Sigma-Tau America S.A.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
AF
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Luxembourg
- | | | |
|--------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially | (8) | SHARED VOTING POWER |
| Owned | | 3,068,461 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 3,068,461 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,068,461
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
24.4% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on May 3, 2013, plus 357,069 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2012 Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
CO

CUSIP No. 258094101

- (1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
Sigma-Tau Pharmaceuticals, Inc.
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a)
(b)
- (3) SEC USE ONLY
- (4) SOURCE OF FUNDS
WC
- (5) CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
Nevada
- | | | |
|--------------|------|--------------------------|
| Number of | (7) | SOLE VOTING POWER |
| Shares | | 0 |
| Beneficially | (8) | SHARED VOTING POWER |
| Owned | | 3,068,461 |
| by Each | (9) | SOLE DISPOSITIVE POWER |
| Reporting | | 0 |
| Person With | (10) | SHARED DISPOSITIVE POWER |
| | | 3,068,461 |
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,068,461
- (12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
24.4% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer's Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on May 3, 2013, plus 357,069 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2012 Warrant (as defined below)).
- (14) TYPE OF REPORTING PERSON
CO

Item 1. Security and Issuer.

Item 1 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Amendment No. 4 by Paolo Cavazza, an Italian citizen, Sigma-Tau Finanziaria S.p.A., an Italian corporation (“Sigma-Tau Finanziaria”), Sigma-Tau International S.A., a Luxembourg corporation (“Sigma-Tau International”), Sigma-Tau America S.A., a Luxembourg corporation (“Sigma-Tau America”) and Sigma-Tau Pharmaceuticals, a Nevada Corporation (“Sigma-Tau Pharmaceuticals” and, together with Paolo Cavazza, Sigma-Tau Finanziaria, Sigma-Tau International and Sigma-Tau America, the “Reporting Parties”) amends the Schedule 13D filed with the SEC on February 20, 2009 as amended by Amendment No. 1 filed with the SEC on October 2, 2009, Amendment No. 2 filed with the SEC on June 28, 2010 and Amendment No. 3 filed with the SEC on January 2, 2013 (the “Schedule 13D”) with respect to the Common Stock, \$0.001 par value (the “Common Stock”), of Soligenix, Inc. (formerly DOR BioPharma, Inc.) (the “Issuer”), a Delaware corporation whose principal offices are located at 29 Emmons Drive, Suite C-10, Princeton, New Jersey 08540. This Amendment No. 4 is being filed to reflect a decrease in the percentage of beneficial ownership of Common Stock held by the Reporting Parties due to the issuance of additional shares of Common Stock by the Issuer as described in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 3, 2013.

Item 5. Interest in Securities of Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) Paolo Cavazza is the beneficial owner of 3,379,950 shares of Common Stock representing 26.7% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer’s Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on May 3, 2013, plus 444,873 shares of Common Stock issuable upon exercise of the 2012 Warrants).

Sigma-Tau Finanziaria is the beneficial owner of 3,068,461 shares of Common Stock representing 24.4% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer’s Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on May 3, 2013, plus 357,069 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2012 Warrant).

Sigma-Tau International is the beneficial owner of 3,068,461 shares of Common Stock representing 24.4% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer’s Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on May 3, 2013, plus 357,069 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2012 Warrant).

Sigma-Tau America is the beneficial owner of 3,068,461 shares of Common Stock representing 24.4% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer’s Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on May 3, 2013, plus 357,069 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2012 Warrant).

Sigma-Tau Pharmaceuticals is the beneficial owner of 3,068,461 shares of Common Stock representing 24.4% (based on 12,231,492 shares of Common Stock outstanding as of May 1, 2013, as reported in the Issuer’s Quarterly Report on Form 10-Q, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange

Commission on May 3, 2013, plus 357,069 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2012 Warrant).

(b) The number of shares of Common Stock as to which Paolo Cavazza has the sole power to vote or direct the vote is 59,539. The number of shares of Common Stock as to which Paolo Cavazza shares the power to vote or direct the vote is 3,320,411. The number of shares of Common Stock as to which Paolo Cavazza has the sole power to dispose or direct the disposition is 59,539. The number of shares of Common Stock as to which Paolo Cavazza shares the power to dispose or direct the disposition is 3,320,411.

The number of shares of Common Stock as to which Sigma-Tau Finanziaria has the sole power to vote or direct the vote is zero. The number of shares of Common Stock as to which Sigma-Tau Finanziaria shares the power to vote or direct the vote is 3,068,461. The number of shares of Common Stock as to which Sigma-Tau Finanziaria has the sole power to dispose or direct the disposition is zero. The number of shares of Common Stock as to which Sigma-Tau Finanziaria shares the power to dispose or direct the disposition is 3,068,461.

The number of shares of Common Stock as to which Sigma-Tau International has the sole power to vote or direct the vote is zero. The number of shares of Common Stock as to which Sigma-Tau International shares the power to vote or direct the vote is 3,068,461. The number of shares of Common Stock as to which Sigma-Tau International has the sole power to dispose or direct the disposition is zero. The number of shares of Common Stock as to which Sigma-Tau International shares the power to dispose or direct the disposition is 3,068,461.

The number of shares of Common Stock as to which Sigma-Tau America has the sole power to vote or direct the vote is zero. The number of shares of Common Stock as to which Sigma-Tau America shares the power to vote or direct the vote is 3,068,461. The number of shares of Common Stock as to which Sigma-Tau America has the sole power to dispose or direct the disposition is zero. The number of shares of Common Stock as to which Sigma Tau America shares the power to dispose or direct the disposition is 3,068,461.

The number of shares of Common Stock as to which Sigma-Tau Pharmaceuticals has the sole power to vote or direct the vote is zero. The number of shares of Common Stock as to which Sigma-Tau Pharmaceuticals shares the power to vote or direct the vote is 3,068,461. The number of shares of Common Stock as to which Sigma-Tau Pharmaceuticals has the sole power to dispose or direct the disposition is zero. The number of shares of Common Stock as to which Sigma-Tau Pharmaceuticals shares the power to dispose or direct the disposition is 3,068,461.

(c) N/A.

(d) N/A.

(e) N/A.

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

- A. Joint Filing Agreement dated January 2, 2013 by and among Paolo Cavazza, Sigma-Tau Finanziaria S.p.A., Sigma-Tau Pharmaceuticals, Inc., Sigma-Tau America S.A. and Sigma-Tau International S.A¹.
- B. Power of Attorney, dated as of January 22, 2013, granted by Messrs. Salvatore Desiderio and Armand De Biase, directors of Sigma-Tau International S.A., in favor of Messrs. David Lemus and Fabio Amabile
- C. Power of Attorney, dated as of January 22, 2013, granted by Messrs. Salvatore Desiderio and Armand De Biase, directors of Sigma-Tau America S.A., in favor of Messrs. David Lemus and Fabio Amabile
- D. Power of Attorney, dated as of May 15, 2013, granted by Mr. Andrea Montevecchi, Vice President and CEO of Sigma-Tau Finanziaria S.p.A., in favor of Messrs. Fabio Amabile and Lorenza Laureti
- E. Power of Attorney, dated as of January 22, 2013, granted by Mr. Trevor Jones, President of Sigma-Tau Pharmaceuticals, Inc., in favor of Messrs. David Lemus and Fabio Amabile
- F. Power of Attorney, dated as of December 20, 2012, granted by Mr. Paolo Cavazza in favor of Messrs. Fabio Poma and Nicola Wullschleger²
- G. Form of Letter of Intent dated November 26, 2008³
- H. Form of Common Stock Purchase Agreement dated as of February 11, 2009⁴
- I. Form of September 2009 Securities Purchase Agreement⁵
- J. Form of 2009 Warrant⁶

¹ Incorporated by reference to Exhibit A to Amendment No. 3 to Schedule 13D relating to the Issuer's common stock filed by the Reporting Parties with the SEC on January 2, 2012.

² Incorporated by reference to the Reporting Person's Form 4 filed with the SEC on December 21, 2012.

³ Incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on December 1, 2008.

⁴ Incorporated by reference to Exhibit 10.44 to the Issuer's Registration Statement on Form S-1 (333-157322) filed with the SEC on February 13, 2009.

⁵ Incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on September 29, 2009.

6 Incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on September 29, 2009.

K. Form of June 2010 Securities Purchase Agreement⁷

L. Form of 2010 Warrant⁸

M. Form of Pharmaceuticals 2012 Warrant⁹

N. Form of Sinaf 2012 Warrant¹⁰

⁷Incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 18, 2010.

⁸Incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on June 18, 2010.

⁹Incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on December 27, 2012.

¹⁰Incorporated by reference to Exhibit 10.3 to the Issuer's Current Report on Form 8-K filed with the SEC on December 27, 2012.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to Paolo Cavazza is true, complete and correct.

Date: May 16, 2013

PAOLO CAVAZZA

By: /s/ Nicola Wullschleger
Name: Nicola Wullschleger
Title: Attorney-in-fact

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to Sigma-Tau Finanziaria S.p.A. is true, complete and correct.

Date: May 16, 2013

SIGMA-TAU FINANZIARIA S.P.A.