

Edgar Filing: IR BIOSCIENCES HOLDINGS INC - Form SC 13G

IR BIOSCIENCES HOLDINGS INC

Form SC 13G

August 27, 2008

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934

SCHEDULE 13G

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

IR BIOSCIENCES HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

46264M303

(CUSIP Number)

August 25, 2008

(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)

Page 1 of 2 Pages

SCHEDULE 13G

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CUSIP No. 46264M303

Page 2 of 2 Pages

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

BRENCOURT ADVISORS, LLC EIN # 13-4137530

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

- 3) SEC USE ONLY

- 4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5) SOLE VOTING POWER
NUMBER OF 0

6) SHARED VOTING POWER
1,163,959

7) SOLE DISPOSITIVE POWER
0

8) SHARED DISPOSITIVE POWER
1,163,959

- 9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,163,959

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

☐

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

9.98%

- 12) TYPE OF REPORTING PERSON

IA

CUSIP No. 46264M303

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

Brencourt Multi-Strategy Master, Ltd. EIN # 03-0453123

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

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(b) ☒ |X|

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

Bermuda

5) SOLE VOTING POWER

0

NUMBER
OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6) SHARED VOTING POWER

500,502

7) SOLE DISPOSITIVE POWER

0

8) SHARED DISPOSITIVE POWER

500,502

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

500,502

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

☐ |_|

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

4.29%

12) TYPE OF REPORTING PERSON

CO

CUSIP No. 46264M303

1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MAN MAC Schreckhorn 14B Limited

EIN #

2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐ |_|

(b) ☒ |X|

3) SEC USE ONLY

4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Bermuda

		5)	SOLE VOTING POWER
NUMBER		0	
OF			
SHARES	6)	SHARED VOTING POWER	
BENEFICIALLY		651,817	
OWNED BY			
EACH	7)	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON			
WITH	8)	SHARED DISPOSITIVE POWER	
		651,817	

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
651,817			

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
5.59%			

12) TYPE OF REPORTING PERSON			
CO			

CUSIP No. 46264M303

1) NAME OF REPORTING PERSON			
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
Brencourt Enhanced Multi-Strategy Dedicated Fund L.P.	EIN #		

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

3) SEC USE ONLY			

4) CITIZENSHIP OR PLACE OF ORGANIZATION			
Cayman Islands			

		5)	SOLE VOTING POWER
NUMBER		0	
OF			
SHARES	6)	SHARED VOTING POWER	
BENEFICIALLY		11,640	
OWNED BY			

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EACH	-----
REPORTING	7) SOLE DISPOSITIVE POWER
PERSON	
WITH	0

	8) SHARED DISPOSITIVE POWER
	11,640

9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	11,640

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

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0.10%

12) TYPE OF REPORTING PERSON	
	PN

Schedule 13G

Item 1(a).

Name of Issuer: IR Biosciences Holdings, INC.

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

8767 E. Via De Ventura, Suite 190
Scottsdale, AZ 85258

Item 2(a). Name of Persons Filing:

Brencourt Advisors, LLC
Brencourt Multi-Strategy Master, Ltd.
MAN MAC Schreckhorn 14B Limited
Brencourt Enhanced Multi-Strategy Dedicated Fund L.P.

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

The principal office of Brencourt Advisors, LLC is:

600 Lexington Avenue
8th Floor
New York, NY 10022

Item 2(c). Citizenship:

Brencourt Advisors, LLC - Delaware
Brencourt Multi-Strategy Master, Ltd. - Bermuda
MAN MAC Schreckhorn 14B Limited - Bermuda
Brencourt Enhanced Multi-Strategy Dedicated Fund L.P. - Cayman Islands

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

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Common Stock, \$0.001 par value per share

Item 2(e). CUSIP Number:

46264M303

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 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: 1,163,959
- (b) Percent of class: 9.98%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
1,163,959
 - (iii) Sole power to dispose or to direct the disposition of:
0
 - (iv) Shared power to dispose or to direct the disposition of:

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1,163,959

(1) Percentages are based on 11,622,916 shares of Common Stock outstanding as of August 7, 2008 (as set forth on the Issuer's Form 10-Q, filed on August 14, 2008 with the Securities and Exchange Commission).

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.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of IR Biosciences Holdings, Inc. The Investment Manager is the investment advisor to MAN MAC Schreckhorn 14B Limited. Accordingly, MAN MAC Schreckhorn 14B Limited has the right to receive and the power to direct receipt of dividends from, or the proceeds from the sale of, the shares reported in the corresponding Item 9 above, which represent greater than 5% of the shares outstanding.

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.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 such purpose or effect.

SIGNATURE

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

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Dated as of August 27, 2008

Brencourt Advisors, LLC

By: Adam Hopkins

Chief Compliance Officer

By: /s/ Adam Hopkins
