

WESTLAKE CHEMICAL CORP
Form SC 13G/A
February 05, 2008

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

Under the Securities Exchange Act of 1934

(Amendment 3)¹

WESTLAKE CHEMICAL CORP

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

960413 10 2

(CUSIP Number)

December 31, 2007

(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)

x Rule 13d-1(d)

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 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, as amended (the 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).

1 Name of Reporting Person

/I.R.S. Identification No. of above person

TTWF LP

2 Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

5 Sole Voting Power

NUMBER OF

SHARES -0-
6 Shared Voting Power

BENEFICIALLY

OWNED BY EACH 46,005,277
7 Sole Dispositive Power

REPORTING

PERSON -0-
8 Shared Dispositive Power

WITH:

46,005,277

9 Aggregate Amount Beneficially Owned by Each Reporting Person

46,005,277

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* ..

11 Percent of Class Represented by Amount in Row (9)

70.3%

12 Type of Reporting Person*

PN

1 Name of Reporting Person

/I.R.S. Identification No. of above person

TTWFGP LLC

2 Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

5 Sole Voting Power

NUMBER OF

SHARES -0-
6 Shared Voting Power

BENEFICIALLY

OWNED BY EACH 46,005,277
7 Sole Dispositive Power

REPORTING

PERSON -0-
8 Shared Dispositive Power

WITH:

46,005,277

9 Aggregate Amount Beneficially Owned by Each Reporting Person

46,005,277

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares* ..

11 Percent of Class Represented by Amount in Row (9)

70.3%

12 Type of Reporting Person*

PN

3

1 Name of Reporting Person

/I.R.S. Identification No. of above person

JAMES CHAO

2 Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

5 Sole Voting Power

NUMBER OF

85,631
SHARES 6 Shared Voting Power

BENEFICIALLY

OWNED BY 46,005,277
EACH 7 Sole Dispositive Power

REPORTING

PERSON 74,633
8 Shared Dispositive Power

WITH:

46,090,277

9 Aggregate Amount Beneficially Owned by Each Reporting Person

46,090,908 (See Item 4)

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

x

11 Percent of Class Represented by Amount in Row (9)

70.4%

12 Type of Reporting Person*

IN

4

1 Name of Reporting Person

/I.R.S. Identification No. of above person

DOROTHY C. JENKINS

2 Check the Appropriate Box if a Member of a Group*

(a) x(b) ..

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

5 Sole Voting Power

NUMBER OF

SHARES	10,629
	6 Shared Voting Power

BENEFICIALLY

OWNED BY	46,005,277
EACH	7 Sole Dispositive Power

REPORTING

PERSON	8,892
	8 Shared Dispositive Power

WITH:

46,005,277

9 Aggregate Amount Beneficially Owned by Each Reporting Person

46,015,906 (See Item 4)

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

x

11 Percent of Class Represented by Amount in Row (9)

70.3%

12 Type of Reporting Person*

IN

1 Name of Reporting Person

/I.R.S. Identification No. of above person

ALBERT CHAO

2 Check the Appropriate Box if a Member of a Group*

(a) x

(b) ..

3 SEC Use Only

4 Citizenship or Place of Organization

UNITED STATES

5 Sole Voting Power

NUMBER OF

85,528
SHARES 6 Shared Voting Power

BENEFICIALLY

OWNED BY 46,005,277
EACH 7 Sole Dispositive Power

REPORTING

PERSON 70,545
8 Shared Dispositive Power

WITH:

46,005,277

9 Aggregate Amount Beneficially Owned by Each Reporting Person

46,090,805 (See Item 4)

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

x

11 Percent of Class Represented by Amount in Row (9)

70.4%

12 Type of Reporting Person*

IN

6

Item 1. (a) NAME OF ISSUER:

Westlake Chemical Corporation

(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:

2801 Post Oak Boulevard

Houston, Texas 77056

Item 2. (a) NAME OF PERSON FILING:

This Statement is being filed by and on behalf of TTWF LP (TTWF), TTWFGP LLC (TTWFGP), James Chao (James Chao), Dorothy C. Jenkins (Dorothy Jenkins) and Albert Chao (Albert Chao and, together with TTWF, TTWFGP, James Chao and Dorothy Jenkins, the Reporting Persons). TTWF is the holder of record of 46,005,277 shares of common stock of Westlake Chemical Corporation. Two trusts for the benefit of the members of the Chao family, including James Chao, Dorothy Jenkins and Albert Chao, are the managers of TTWFGP, which is the general partner of TTWF. The limited partners of TTWF are five trusts principally for the benefit of members of the Chao family, including James Chao, Dorothy Jenkins and Albert Chao and two corporations owned, indirectly or directly, by certain of these trusts and by other entities owned by members of the Chao family, including James Chao, Dorothy Jenkins and Albert Chao. James Chao, Dorothy Jenkins, Albert Chao, TTWF and TTWFGP share voting and dispositive power with respect to the shares beneficially owned by TTWF. James Chao, Dorothy Jenkins and Albert Chao disclaim beneficial ownership of the 46,005,277 shares held by TTWF except to the extent of their respective pecuniary interest therein.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The business address of each of the Reporting Persons is c/o Westlake Chemical Corporation, 2801 Post Oak Boulevard, Houston, Texas, 77056.

(c) CITIZENSHIP:

TTWP is a Delaware limited partnership. TTWFGP is a Delaware limited liability company. James Chao is a citizen of the United States. Dorothy Jenkins is a citizen of the United States. Albert Chao is a citizen of the United States.

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.01 per share.

(e) CUSIP NUMBER:

960413 10 2

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13-2(b), 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 (15 U.S.C. 80a-8);
- (e) .. An investment advisor in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);

- (g) " A parent holding company or control person, in accordance with Section 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 Section 240.13d-1(b)(1)(ii)(J)

CUSIP No. 960413 10 2

SCHEDULE 13G

Page 9 of 12 Pages

Item 4. OWNERSHIP:

The percentages set forth in this Item 4 are based on there being 65,487,119 shares of Common Stock outstanding as of December 31, 2007.

TTWE

(a) AMOUNT BENEFICIALLY OWNED:

46,005,277

(b) PERCENT OF CLASS:

70.3%

(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:

46,005,277

(iii) sole power to dispose or to direct the disposition of:

-0-

(iv) shared power to dispose or to direct the disposition of:

46,005,277

TTWFGP

(a) AMOUNT BENEFICIALLY OWNED:

46,005,277

(b) PERCENT OF CLASS:

70.3%

(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:

46,005,277

(iii) sole power to dispose or to direct the disposition of:

-0-

(iv) shared power to dispose or to direct the disposition of:

46,005,277

CUSIP No. 960413 10 2

SCHEDULE 13G

Page 10 of 12 Pages

James Chao

(a) AMOUNT BENEFICIALLY OWNED:

46,090,908¹

(b) PERCENT OF CLASS:

70.4%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) sole power to vote or to direct the vote:

85,631

(ii) shared power to vote or to direct the vote:

46,005,277

(iii) sole power to dispose or to direct the disposition of:

74,633

(iv) shared power to dispose or to direct the disposition of:

46,005,277

Dorothy C. Jenkins

Edgar Filing: WESTLAKE CHEMICAL CORP - Form SC 13G/A

(a) AMOUNT BENEFICIALLY OWNED:

46,015,906²

(b) PERCENT OF CLASS:

70.3%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) sole power to vote or to direct the vote:

10,629

(ii) shared power to vote or to direct the vote:

46,005,277

(iii) sole power to dispose or to direct the disposition of:

8,892

(iv) shared power to dispose or to direct the disposition of:

46,005,277

¹ James Chao disclaims beneficial ownership of shares over which his mother, with whom he shares a household, has sole voting and dispositive power. James Chao also disclaims beneficial ownership of shares over which his brother, Albert Chao, with whom he shares a household, has sole voting and dispositive power. James Chao also disclaims beneficial ownership over the 46,005,277 shares held by TTWF, except to the extent of his pecuniary interest therein.

² Dorothy Jenkins disclaims beneficial ownership over the 46,005,277 shares held by TTWF, except to the extent of her pecuniary interest therein.

CUSIP No. 960413 10 2

SCHEDULE 13G

Page 11 of 12 Pages

Albert Chao

(a) AMOUNT BENEFICIALLY OWNED:

46,090,805³

(b) PERCENT OF CLASS:

70.4%

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) sole power to vote or to direct the vote:

85,528

(ii) shared power to vote or to direct the vote:

46,005,277

(iii) sole power to dispose or to direct the disposition of:

70,545

(iv) shared power to dispose or to direct the disposition of:

46,005,277

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: "

³ Albert Chao disclaims beneficial ownership of shares over which his mother, with whom he shares a household, has sole voting and dispositive power. Albert Chao also disclaims beneficial ownership of shares over which his brother, James Chao, with whom he shares a household, has sole voting and dispositive power. Albert Chao also disclaims beneficial ownership over the 46,005,277 shares held by TTWF, except to the extent of his pecuniary interest therein.

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:

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

Item 9. NOTICES OF DISSOLUTION OF GROUP:

Not applicable.

Item 10. CERTIFICATION:

Not applicable.

Signature Page

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.

Dated: February 5, 2008

TTWF LP

By: TTWFGP LLC,
its General Partner

By: /s/ Albert Chao
Name: Albert Chao
Title: Authorized Representative

By: /s/ James Chao
Name: James Chao
Title: Authorized Representative

TTWFGP LLC

By: /s/ Albert Chao
Name: Albert Chao
Title: Authorized Representative

By: /s/ James Chao
Name: James Chao
Title: Authorized Representative

/s/ James Chao
James Chao

/s/ Dorothy C. Jenkins
Dorothy C. Jenkins

/s/ Albert Chao
Albert Chao

Exhibit A

Joint Filing Agreement

The undersigned agree that the foregoing Statement on Schedule 13G (including any and all amendments thereto) is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k) under the Act and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

Dated: February 5, 2008

TTWF LP

By: TTWFGP LLC,
its General Partner

By: /s/ Albert Chao
Name: Albert Chao
Title: Authorized Representative

By: /s/ James Chao
Name: James Chao
Title: Authorized Representative

TTWFGP LLC

By: /s/ Albert Chao
Name: Albert Chao
Title: Authorized Representative

By: /s/ James Chao
Name: James Chao
Title: Authorized Representative

Sigma-Tau America is the beneficial owner of 61,369,248 shares of Common Stock representing 27.6% (based on 186,972,036 shares of Common Stock outstanding as of May 14, 2010, 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 14, 2010, plus 28,072,620 shares of Common Stock issued by the Issuer pursuant to its private placement on June 18, 2010, as reported in the Issuer's Current Report on Form 8-K, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on June 18, 2010, plus 1,976,284 shares of Common Stock issuable upon exercise of the 2009 Warrant (as defined above) and 5,165,148 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2010 Warrant (as defined above)).

Sigma-Tau Pharmaceuticals is the beneficial owner of 61,369,248 shares of Common Stock representing 27.6% (based on 186,972,036 shares of Common Stock outstanding as of May 14, 2010, 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 14, 2010, plus 28,072,620 shares of Common Stock issued by the Issuer pursuant to its private placement on June 18, 2010, as reported in the Issuer's Current Report on Form 8-K, filed pursuant to the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission on June 18, 2010, plus

1,976,284 shares of Common Stock issuable upon exercise of the 2009 Warrant (as defined above) and 5,165,148 shares of Common Stock issuable upon exercise of the Pharmaceuticals 2010 Warrant (as defined above)).

(b) The number of shares of Common Stock as to which Paolo Cavazza has the sole power to vote or direct the vote is 1,190,770. The number of shares of Common Stock as to which Paolo Cavazza shares the power to vote or direct the vote is 66,408,274. The number of shares of Common Stock as to which Paolo Cavazza has the sole power to dispose or direct the disposition is 1,190,770. The number of shares of Common Stock as to which Paolo Cavazza shares the power to dispose or direct the disposition is 66,408,274.

The number of shares of Common Stock as to which Claudio Cavazza has the sole power to vote or direct the vote is zero. The number of shares of Common Stock as to which Claudio Cavazza shares the power to vote or direct the vote is 61,369,248. The number of shares of Common Stock as to which Claudio Cavazza has the sole power to dispose or direct the disposition is zero. The number of shares of Common Stock as to which Claudio Cavazza shares the power to dispose or direct the disposition is 61,369,248.

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 61,369,248. 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 61,369,248.

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 61,369,248. 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 61,369,248.

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 61,369,248. 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 61,369,248.

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 61,369,248. 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 61,369,248.

(c) On June 18, 2010, pursuant to a Securities Purchase Agreement, dated as of June 15, 2010 among the Issuer, Sigma-Tau Pharmaceuticals, Chaumiere Sarl and the other Investors identified therein (the "June 2010 Purchase Agreement"), Sigma-Tau Pharmaceuticals and Chaumiere Sarl agreed to purchase and, on June 18, 2010, Sigma-Tau Pharmaceuticals and Chaumiere Sarl purchased, 8,608,580 shares and 2,926,829 shares, respectively, of Common Stock at a cash purchase price of \$0.205 per share.

Sigma-Tau Pharmaceuticals and Chaumiere Sarl each used its working capital to purchase such shares. In consideration of the purchase of such shares, the Issuer issued a warrant to Sigma-Tau Pharmaceuticals to purchase 5,165,148 shares of Common Stock (the "Pharmaceuticals 2010 Warrant") and a warrant to Chaumiere Sarl to purchase 1,756,097 shares of Common Stock (together with the Pharmaceuticals 2010 Warrant, the "2010 Warrants"), in each case exercisable at a price of \$0.28 per share, in whole or in part, at any time and from time to time from June 18, 2010 through June 18, 2015. The expiration date of the 2010 Warrants may be accelerated at the Issuer's option if the shares of Common Stock meets certain price thresholds and the Common Stock underlying the 2010 Warrants is registered for resale pursuant to an effective registration statement or is freely transferable without volume restrictions pursuant to Rule 144 under the Securities Act of 1933, as amended.

(d) N/A.

(e) N/A.

Item 6. Contracts, Arrangements, Understanding or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

Pursuant to the Letter of Intent, the Issuer and Sigma-Tau Pharmaceuticals entered into a Registration Rights Agreement pursuant to which the Issuer has granted Sigma-Tau Pharmaceuticals certain demand and piggyback registration rights covering the shares of Common Stock sold pursuant to the Letter of Intent. Pursuant to the February 2009 Purchase Agreement, the Issuer has granted to Sigma-Tau Pharmaceuticals certain demand and piggyback registration rights covering the shares of Common Stock sold pursuant to the February 2009 Purchase Agreement.

Pursuant to the September 2009 Purchase Agreement, the Issuer and Sigma-Tau Pharmaceuticals entered into a registration rights agreement pursuant to which the Issuer has agreed to file a registration statement covering the shares of Common Stock sold pursuant to the September 2009 Purchase Agreement and the shares of Common Stock issuable upon exercise of the 2009 Warrant.

Pursuant to the June 2010 Purchase Agreement, the Issuer and the investors party to the June 2010 Purchase Agreement entered into a registration rights agreement pursuant to which the Issuer has agreed to file a registration statement covering the shares of Common Stock sold pursuant to the June 2010 Purchase Agreement and the shares of Common Stock issuable upon exercise of the 2010 Warrants.

The Issuer has agreed in the June 2010 Purchase Agreement that, until 60 days after the closing of the transaction under the June 2010 Purchase Agreement, neither it nor any of its subsidiaries will issue any shares of Common Stock or any security that entitles the holder thereof to receive Common Stock except pursuant to certain exempted issuances.

Except as otherwise set forth in Items 3 and 4 and this Item 6 of this Schedule 13D, to the best knowledge of the Reporting Parties there are no other contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities of the Issuer, finders fees, joint ventures, loan or oppositions arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting power over the securities of the Issuer.

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 June 28, 2010 by and among Paolo Cavazza, Claudio Cavazza, Sigma-Tau Finanziaria S.p.A., Sigma-Tau Pharmaceuticals, Inc., Sigma-Tau America S.A. and Sigma-Tau International S.A.
- B. Power of Attorney, dated as of October 30, 2009, granted by Messrs. Luca Checchinato and Dominique Audia, directors of Sigma-Tau International S.A., in favor of Messrs. Gregg Lapointe, Don DeLillo and Amabile Fabio¹
- C. Power of Attorney, dated as of October 30, 2009, granted by Messrs. Luca Checchinato and Dominique Audia, directors of Sigma-Tau America S.A., in favor of Messrs. Gregg Lapointe, Don DeLillo and Fabio Amabile²
- D. Power of Attorney, dated January 10, 2007, granted by Mr. Paolo Cavazza in favor of Messrs. Antonio Nicolai and Maurizio Terenzi³
- E. Power of Attorney, dated as of October 30, 2009, granted by Mr. Ugo Di Francesco, Vice President and CEO of Sigma-Tau Finanziaria S.p.A., in favour of Fabio Amabile and Stefano Marino⁴
- F. Power of Attorney, dated January 10, 2007, granted by Mr. Claudio Cavazza in favor of Messrs. Antonio Nicolai and Maurizio Terenzi⁵
- G. Power of Attorney, dated as of October 30, 2009, granted by Gregg Lapointe, CEO of Sigma-Tau Pharmaceuticals, Inc., in favor of Don DeLillo and Fabio Amabile⁶
- H. Form of Letter of Intent dated November 26, 2008⁷

1 Incorporated by reference to the Reporting Person's Form 4 filed with the SEC on June 21, 2010.

2 Incorporated by reference to the Reporting Person's Form 4 filed with the SEC on June 21, 2010.

3 Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.

4 Incorporated by reference to the Reporting Person's Form 4 filed with the SEC on June 21, 2010.

5 Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.

6 Incorporated by reference to the Reporting Person's Form 4 filed with the SEC on June 21, 2010.

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

Footnote continued on next page.

Page 14 of 26

- I. Form of Common Stock Purchase Agreement dated as of February 11, 2009⁸
- J. Form of September 2009 Securities Purchase Agreement⁹
- K. Form of 2009 Warrant¹⁰
- L. Form of June 2010 Securities Purchase Agreement¹¹
- M. Form of 2010 Warrant¹²

Footnote continued from previous page.

December 1, 2008.

⁸Incorporated 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.

⁹Incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on September 29, 2009.

¹⁰Incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on September 29, 2009.

¹¹Incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 18, 2010.

¹²Incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on June 18, 2010

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: June 28, 2010

PAOLO CAVAZZA

By: /s/ Maurizio Terenzi
Name: Maurizio
Terenzi
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 Claudio Cavazza is true, complete and correct.

Date: June 28, 2010

CLAUDIO CAVAZZA

By: /s/ Maurizio Terenzi
Name: Maurizio
Terenzi
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: June 28, 2010

SIGMA-TAU
FINANZIARIA S.P.A.

By: /s/ Fabio Amabile
Name: Fabio Amabile
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 International S.A. is true, complete and correct.

Date: June 28, 2010

SIGMA-TAU
INTERNATIONAL S.A.

By: /s/ Fabio Amabile
Name: Fabio Amabile
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 America S.A. is true, complete and correct.

Date: June 28, 2010

SIGMA-TAU AMERICA
S.A.

By: /s/ Fabio Amabile
Name: Fabio Amabile
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 Pharmaceuticals, Inc. is true, complete and correct.

Date: June 28, 2010

SIGMA-TAU
PHARMACEUTICALS,
INC.

By: /s/ Fabio Amabile
Name: Fabio Amabile
Title: Attorney-in-fact

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing persons), evidence of the representative's authority to sign on behalf of such persons shall be filed with the statement; provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Page 18 of 26

SCHEDULE A

Sigma Tau Finanziaria S.p.A.

The (a) name, (b) business address, (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and (d) citizenship of each executive officer and director (other than Messrs. E. Cavazza, Jones, Platé, Artali and Cerrina Feroni) of Sigma-Tau Finanziaria are set forth below:

1. (a) Claudio Cavazza, (b) Via Pontina Km. 30,400, Pomezia (Rome), Italy, 00040, (c) President, and (d) Italy.
2. (a) Ugo Di Francesco, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Vice President and Chief Executive Officer, and (d) Italy.
3. (a) Marco Codella, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Managing Director, and (d) Italy.
4. (a) Mauro Bove, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Managing Director, and (d) Italy.
5. (a) Stefano Marino, (b) Via Pontina Km. 30,400, Pomezia (Rome), Italy, 00040, (c) General Counsel of Sigma-Tau Industrie Farmaceutiche Riunite SpA; Corporate Legal and Intellectual Property Director at Sigma-Tau Finanziaria SpA, and (d) Italy.

The (a) name, (b) business address, (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and (d) citizenship of each director (other than Messrs. C. Cavazza, Di Francesco, Codella, Bove and Marino) of Sigma-Tau Finanziaria are set forth below:

1. (a) Enrico Cavazza, (b) Via Pontina Km. 30,400, Pomezia (Rome), Italy, (c) executive, Sigma-Tau Industrie Farmaceutica Riunite SpA, and (d) Italy.
2. (a) Trevor Jones, (b) Woodhyrst House, 18 Friths Drive, REIGATE, Surrey, Great Britain, (c) professor, and (d) Great Britain.
3. (a) Emilio Platé, (b) Via Finocchiaro Aprile n.5, Varese, Italy, (c) business consultant, and (d) Italy.
4. (a) Mario Artali, (b) Piazza F. Meda 4, Milano, Italy 20121, (c) Deputy Chairman, Banca Popolare di Milano, and (d) Italy.
5. (a) Marco Cerrina Feroni, (b) Piazza Paolo Ferrari 10, Milano, Italy 20121, (c) executive, Intesa Sanpaolo SpA, and (d) Italy.

The (a) name, (b) business address, (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and (d) citizenship of each controlling person of Sigma-Tau Finanziaria are set forth below:

1. (a) Claudio Cavazza, (b) Pontina Km. 30,400, Pomezia (Rome), Italy 00040, (c) President, Sigma Tau, and (d) Italy.
2. (a) Paolo Cavazza, (b) Via Tesserete, 10, Lugano, Switzerland, (c) entrepreneur, Sigma Tau, Aptafin SpA and Esseti S.A., and (d) Italy.

Claudio Cavazza directly and indirectly owns 57% of Sigma Tau and Paolo Cavazza directly and indirectly owns 38% of Sigma Tau.

Sigma-Tau International S.A.

The (a) name, (b) business address, (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and (d) citizenship of each executive officer and director of Sigma-Tau International are set forth below:

1. (a) Ugo Di Francesco, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Vice President and Chief Executive Officer of Sigma Tau Finanziaria S.P.A, located at Via Sudafrica 20 – 00144 Rome (Italy), and (d) Italy.
2. (a) Dominique Audia, (b) 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, (c) Manager of Société Européenne de Banque S.A located at 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, and (d) French.
3. (a) Mauro Bove, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Managing Director of Sigma Tau Finanziaria S.P.A, located at Via Sudafrica 20, and (d) Italy.
4. (a) Antonio Nicolai, (b) Via Pontina Km. 30,400, Pomezia (Rome), Italy, 00040, (c) President of Sigma Tau Pharmaceuticals located at 9841 Washingtonian Blvd, Suite 500- Gaithersburg MD 20878, and (d) Italy.
5. (a) Luca Checchinato, (b) 19/21 Boulevard du Prince Henri L-1724 Luxembourg, (c) Manager of Société Européenne de Banque S.A, located at 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, and (d) Italy.
6. (a) Francesco Moglia, (b) 19/21 Boulevard du Prince Henri -L-1724 Luxembourg, (c) Manager of Société Européenne de Banque S.A. located at 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, and (d) Italy.
7. (a) Gustave Stoffel, (b) 31, Boulevard Grande – Duchesse Charlotte- L – 1331 Luxembourg, (c) CEO of Profida Luxembourg located at 31, Boulevard Grande – Duchesse Charlotte- L – 1331 Luxembourg, and (d) Luxembourg.

Sigma-Tau America S.A.

The (a) name, (b) business address, (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and (d) citizenship of each director of Sigma-Tau America are set forth below:

1. (a) Luca Checchinato, (b) 19/21 Boulevard du Prince Henri L-1724 Luxembourg, (c) Manager of Société Européenne de Banque S.A, located at 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, and (d) Italy.
2. (a) Antonio Nicolai, (b) Via Pontina Km. 30,400, Pomezia (Rome), Italy, 00040, (c) President of Sigma Tau Pharmaceuticals located at 9841 Washingtonian Blvd, Suite 500- Gaithersburg MD 20878, and (d) Italy.
3. (a) Dominique Audia, (b) 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, (c) Manager of Société Européenne de Banque S.A, located at 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, and (d) French.

4. (a) Cristobalina Moron, (b) 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, (c) Employee of Société Européenne de Banque S.A, located at 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, and (d) French.
5. (a) Mauro Bove, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Managing Director of Sigma Tau Finanziaria S.P.A, located at Via Sudafrica 20, and (d) Italy.
6. (a) Christophe Velle, (b) 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, (c) Manager of Société Européenne de Banque S.A located at 19/21 Boulevard du Prince Henri - L-1724 Luxembourg, and (d) French.

Sigma-Tau Pharmaceuticals. Inc.

The (a) name, (b) business address, (c) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted and (d) citizenship of each director of Sigma-Tau Pharmaceuticals are set forth below:

1. (a) Antonio Nicolai, (b) Via Pontina Km. 30,400, Pomezia (Rome), Italy, 00040, (c) President, and (d) Italy.
2. (a) Gregg Lapointe, (b) 9841 Washingtonian Blvd, Suite 500- Gaithersburg MD 20878, (c) Chief Executive Officer, and (d) United States.
3. (a) Ugo Di Francesco, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Vice President and Chief Executive Officer of Sigma-Tau Finanziaria S.p.A. located at Via Sudafrica 20, Rome, Italy 00144, and (d) Italy.
4. (a) Mauro Bove, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Head Corporate & Business Development of Sigma-Tau Finanziaria S.p.A. located at Via Sudafrica 20, Rome, Italy 00144, and (d) Italy.
5. (a) Stefano Marino, (b) Via Pontina Km. 30,400, Pomezia (Rome), Italy, 00040, (c) General Counsel of Sigma-Tau Industrie Farmaceutiche Riunite SpA located at Via Pontina Km. 30,400, Pomezia (Rome), Italy; Corporate Legal and Intellectual Property Director at Sigma-Tau Finanziaria SpA located at Via Sudafrica 20, Rome, Italy 00144, and (d) Italy.
6. (a) Marco Codella, (b) Via Sudafrica, 20, Rome, Italy 00144, (c) Managing Director of Sigma-Tau Finanziaria S.p.A., and (d) Italy.

EXHIBIT INDEX

	Page
A. Joint Filing Agreement dated June 28, 2010 by and among Paolo Cavazza, Claudio Cavazza, Sigma-Tau Finanziaria S.p.A., Sigma-Tau Pharmaceuticals, Inc., Sigma-Tau America S.A. and Sigma-Tau International S.A.	25
B. Power of Attorney, dated as of October 30, 2009, granted by Messrs. Luca Checchinato and Dominique Audia, directors of Sigma-Tau International S.A., in favor of Messrs. Gregg Lapointe, Don DeLillo and Amabile Fabio ¹	
C. Power of Attorney, dated as of October 30, 2009, granted by Messrs. Luca Checchinato and Dominique Audia, directors of Sigma-Tau America S.A., in favor of Messrs. Gregg Lapointe, Don DeLillo and Fabio Amabile ²	
D. Power of Attorney, dated January 10, 2007, granted by Mr. Paolo Cavazza in favor of Messrs. Antonio Nicolai and Maurizio Terenzi ³	
E. Power of Attorney, dated as of October 30, 2009, granted by Mr. Ugo Di Francesco, Vice President and CEO of Sigma-Tau Finanziaria S.p.A., in favour of Fabio Amabile and Stefano Marino ⁴	
F. Power of Attorney, dated January 10, 2007, granted by Mr. Claudio Cavazza in favor of Messrs. Antonio Nicolai and Maurizio Terenzi ⁵	
G. Power of Attorney, dated as of October 30, 2009, granted by Gregg Lapointe, CEO of Sigma-Tau Pharmaceuticals, Inc., in favor of Don DeLillo and Fabio Amabile ⁶	

-
- 1 Incorporated by reference to the Reporting Person's Schedule Form 4 filed with the SEC on June 21, 2010.
 - 2 Incorporated by reference to the Reporting Person's Form 4 filed with the SEC on June 21, 2010.
 - 3 Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.
 - 4 Incorporated by reference to the Reporting Person's Form 4 with the SEC on June 21, 2010.
 - 5 Incorporated by reference to the Reporting Person's Schedule 13G filed with the SEC on January 12, 2007.
 - 6 Incorporated by reference to the Reporting Person's Form 4 filed with the SEC on June 21, 2010.

- H. Form of Letter of Intent dated November 26, 2008⁷
- I. Form of Common Stock Purchase Agreement dated as of February 11, 2009⁸
- J. Form of September 2009 Securities Purchase Agreement⁹
- K. Form of 2009 Warrant¹⁰
- L. Form of June 2010 Securities Purchase Agreement¹¹
- M. Form of 2010 Warrant¹²

⁷ 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.

⁸ 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.

⁹ 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.

¹⁰ 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.

¹¹ Incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on June 18, 2010.

¹² Incorporated by reference to Exhibit 10.2 to the Issuer's Current Report on Form 8-K filed with the SEC on June 18, 2010.

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the amended and restated statement on Schedule 13D with respect to the Common Stock of Soligenix, Inc. dated as of June 28, 2010 is, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(f) under the Securities Exchange Act of 1934.

Dated: June 28, 2010

PAOLO CAVAZZA

By: /s/ Maurizio Terenzi
Name: Maurizio Terenzi
Title: Attorney-in-fact

Dated: June 28, 2010

CLAUDIO CAVAZZA

By: /s/ Maurizio Terenzi
Name: Maurizio Terenzi
Title: Attorney-in-fact

Dated: June 28, 2010

SIGMA-TAU FINANZIARIA S.P.A.

By: /s/ Fabio Amabile
Name: Fabio Amabile
Title: Attorney-in-fact

Dated: June 28, 2010

SIGMA-TAU INTERNATIONAL S.A.

By: /s/ Fabio Amabile
Name: Fabio Amabile
Title: Attorney-in-fact

Dated: June 28, 2010

SIGMA-TAU AMERICA S.A.

By: /s/ Fabio Amabile
Name: Fabio Amabile
Title: Attorney-in-fact

Dated: June 28, 2010

SIGMA-TAU PHARMACEUTICALS, INC.

By: /s/ Fabio Amabile
Name: Fabio Amabile
Title: Attorney-in-fact

Page 26 of 26