

MYMETICS CORP

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 8/23/2002

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Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE 13D/A
(AMENDMENT NO. 11)**

Under the Securities Exchange Act of 1934

MYMETICS CORPORATION
(Name of Issuer)

Common Stock, \$0.01 Par Value
(Title of Class of Securities)

693286 10 6
(CUSIP Number)

Michael J. Smith
Floor 21, Millennium Tower
Handelskai 94-96

A-1200
Vienna, Austria
Telephone (011) 43-1240-250
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

August 13, 2002
(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 Rule 13d-1(b)(3) or (4), check the following box [].

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons

MFC Bancorp Ltd.

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

(a) []
(b) [X]

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 Yukon Territory, Canada

Number of	(7) Sole Voting Power	41,736
Shares Bene-	(8) Shared Voting Power	80,166
ficially	(9) Sole Dispositive Power	41,736
Owned by	(10) Shared Dispositive Power	80,166
Each Reporting		
Person		
With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person 121,902

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) 0.2%

14) Type of Reporting Person CO

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
MFC Merchant Bank S.A.

2) Check the Appropriate Box if a Member of a Group
(a) []
(b) [X]

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 Switzerland

Number of	(7) Sole Voting Power	0
Shares Bene-	(8) Shared Voting Power	80,166
ficially	(9) Sole Dispositive Power	0
Owned by	(10) Shared Dispositive Power	80,166
Each Reporting		
Person		
With		

11) Aggregate Amount Beneficially Owned by Each Reporting Person 80,166

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) 0.1%

14) Type of Reporting Person CO

This Schedule 13D/A - Amendment No. 11 (the "Amendment No. 11") amends the Schedule 13D/A of MFC Bancorp Ltd. ("MFC") dated January 3, 2002 and the Schedule 13D/A of MFC Merchant Bank S.A. ("Merchant Bank") dated January 3, 2002, (collectively, the "Prior Filings") and is filed to report a change in the beneficial ownership of securities of Mymetics Corporation ("Mymetics").

ITEM 1. SECURITY AND ISSUER.

This statement relates to the shares of common stock, \$0.01 par value each of Mymetics, a Delaware corporation, having its principal executive offices at 706 Giddings Avenue, Suite 1C, Annapolis, Maryland, 21401-1472.

ITEM 2. IDENTITY AND BACKGROUND.

This statement is filed on behalf of MFC and Merchant Bank. MFC operates in the financial services business and has an office address at Floor 21, Millennium Tower, Handelskai 94-96, A-1200, Vienna, Austria. Merchant Bank is a wholly-owned subsidiary of MFC that operates in the banking and financial services business and has an office address at Kasernenstrasse 1, 9100 Herisau AR, Switzerland. See Item 6 on pages 2 and 3 of this Amendment No. 11 for the jurisdictions of organization of MFC and Merchant Bank, respectively.

The executive officers and directors of MFC and Merchant Bank remain unchanged since the Prior Filings.

During the last five years, MFC and Merchant Bank have not been, nor to the knowledge of MFC and Merchant Bank, have any of their officers or directors been, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), nor have they been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

MFC and Merchant Bank have executed a joint filing agreement consenting to the joint filing of this Amendment No. 11. Such agreement is filed as Exhibit 1 to this Amendment No. 11 and is incorporated herein by reference.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Effective June 28, 2002, MFC irrevocably undertook and agreed to deposit additional shares of common stock of Mymetics ("Mymetics Shares") with a special purpose trust (the "Trust") to be held by the trustees for distribution to MFC Shareholders as a special dividend pursuant to a trust settlement.

Subsequently, MFC, indirectly through Merchant Bank, exercised share purchase warrants to acquire an aggregate of 1,625,567 Mymetics Shares for an aggregate amount of Euro 411,816.36, which was paid from working capital.

Effective August 13, 2002, the Trust, on behalf of MFC, distributed an aggregate of approximately 13,983,457 Mymetics Shares to MFC Shareholders as of August 9, 2002 as a special dividend. The special dividend was distributed pro rata among MFC Shareholders on the basis of 0.95 of a Mymetics Share for each common share of MFC held by a MFC Shareholder (subject to applicable withholding tax). No fractional shares were issued under the special dividend. The number of Mymetics Shares distributed to each MFC Shareholder was rounded down to the nearest whole share in the event that a shareholder was entitled to a fractional share representing 0.5 or less of a Mymetics Share and was rounded up to the nearest whole share in the event that a shareholder was entitled to a fractional share representing more than 0.5 of a Mymetics Share. As a result of the special dividend, MFC Shareholders are now directly shareholders of Mymetics.

ITEM 4. PURPOSE OF TRANSACTION.

MFC indirectly, through Merchant Bank, acquired 1,625,567 Mymetics Shares upon the exercise of the share purchase warrants in order to effect the special dividend to MFC Shareholders. MFC and Merchant Bank reserve the right to make additional purchases of Mymetics Shares on the open market, in private transactions and from treasury. Except as otherwise disclosed, neither MFC, Merchant Bank, nor, to the knowledge of MFC and Merchant Bank, any of their directors or executive officers, have any present intention or understandings to effect any of the transactions listed in Item 4(a)-(j) of Regulation 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

MFC indirectly beneficially owns, through Merchant Bank, share purchase warrants entitling it to acquire up to 80,166 Mymetics Shares. MFC shares voting and dispositive power over these securities with Merchant Bank. MFC also directly owns and has sole voting and dispositive power over an additional 41,736 Mymetics Shares. These securities collectively represent approximately 0.2% of the outstanding Mymetics Shares on a diluted basis.

To the knowledge of MFC and Merchant Bank, none of their directors or executive officers have the power to vote or dispose of the Mymetics Shares, nor did MFC, Merchant Bank or their directors and executive officers effect any transactions in such shares during the past 60 days, except as otherwise disclosed.

As a result of the transactions described herein, effective August 13, 2002 neither MFC, Merchant Bank or their directors or executive officers beneficially own more than 5% of the outstanding Mymetics Shares.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

MFC, indirectly through Merchant Bank, transferred certain Mymetics Shares making up the special dividend to the Trust to be held by the trustees for distribution to MFC Shareholders pursuant to a trust settlement. The trust settlement was filed as Exhibit 2 to Amendment No. 10 to this Schedule 13D/A.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Number	Description
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1	Joint Filing Agreement between MFC Bancorp Ltd. and MFC Merchant Bank S.A. dated August 22, 2002.

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.

August 22, 2002
(Date)

MFC BANCORP LTD.

By: /s/ Michael J. Smith

(Signature)

Michael J. Smith, President
(Name and Title)

August 22, 2002
(Date)

MFC MERCHANT BANK S.A.

By: /s/ Claudio Morandi

(Signature)

Claudio Morandi, President
(Name and Title)

By: /s/ Peter Hediger

(Signature)

Peter Hediger, Vice President
(Name and Title)

EXHIBIT INDEX

Exhibit Number -----	Description -----
1	Joint Filing Agreement among MFC Bancorp Ltd. and MFC Merchant Bank S.A. dated August 22, 2002.

EXHIBIT 1

JOINT FILING AGREEMENT

THIS AGREEMENT dated the 22nd day of August, 2002.

WHEREAS:

A. Since their latest filings on Schedule 13D, MFC Bancorp Ltd. ("MFC") and MFC Merchant Bank S.A. ("Merchant Bank"), a wholly-owned subsidiary of MFC, effected transactions in securities of Mymetics Corporation ("Mymetics"); and

B. MFC and Merchant Bank (each a "Filer" and collectively, the "Filers") are responsible for filing a Schedule 13D/A (the "Schedule 13D/A") relating to the acquisition or disposition of shares of common stock of Mymetics, pursuant to U.S. securities laws.

NOW THEREFORE THE PARTIES AGREE AS FOLLOWS:

1. Each Filer covenants and agrees that it is individually eligible to use the Schedule 13D/A which is to be filed;
2. Each Filer is individually responsible for the timely filing of any amendments to the Schedule 13D/A, and for the completeness and accuracy of the information concerning themselves, but is not responsible for the completeness and accuracy of any of the information contained in the Schedule 13D/A as to the other Filer, unless such Filer knows or has reason to believe that the information is inaccurate;
3. This Schedule 13D/A contains the required information with regard to each Filer and indicates that it is filed on behalf of all the Filers; and
4. Each Filer agrees that the Schedule 13D/A to which this Joint Filing Agreement is attached as Exhibit 1 is filed on its behalf.

IN WITNESS WHEREOF the parties have duly executed this Joint Filing Agreement.

MFC BANCORP LTD.

By: /s/ Michael J. Smith

Michael J. Smith, President

MFC MERCHANT BANK S.A.

By: /s/ Claudio Morandi

Claudio Morandi, President

By: /s/ Peter Hediger

Peter Hediger, Vice President

End of Filing

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