

# MYMETICS CORP

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

Filed 6/25/2001

Address	EUROPEAN EXECUTIVE OFFICE 14, RUE DE LA COLOMBIERE NYON, CH-1260
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CIK	0000927761
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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

**SCHEDULE 13D/A**  
(Amendment No. 9)

Under the Securities Exchange Act of 1934

**ICHOR CORPORATION**

---

(Name of Issuer)

**Common Stock, \$0.01 Par Value**

---

(Title of Class of Securities)

693286 10 6

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(CUSIP Number)

Michael J. Smith  
17 Dame Street, Dublin 2, Ireland  
Telephone (3531) 679 1688

---

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

June 20, 2001

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(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 [ ].

CUSIP No. 693286 10 6  
-----

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 00  
--

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	0
Shares Bene-		-----
ficially	(8) Shared Voting Power	12,927,550
Owned by		-----
Each Reporting	(9) Sole Dispositive Power	0
Person		-----
With	(10) Shared Dispositive Power	12,927,550
		-----

11) Aggregate Amount Beneficially Owned by Each Reporting  
Person 12,927,550  
-----

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

13) Percent of Class Represented by Amount in Row (11) 25.0%  
-----

14) Type of Reporting Person CO  
-----

CUSIP No. 693286 10 6  
-----

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 and OO  
-----

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 Shares Bene- ficially Owned by Each Reporting Person With	(7) Sole Voting Power	0
	(8) Shared Voting Power	9,930,490
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	9,930,490

11) Aggregate Amount Beneficially Owned by Each Reporting Person 9,930,490  
-----

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

13) Percent of Class Represented by Amount in Row (11) 19.2%  
-----

14) Type of Reporting Person CO  
-----

CUSIP No. 693286 10 6  
-----

1) Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons  
Sutton Park International Ltd.  
-----

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 British Virgin Islands  
-----

Number of Shares Bene- ficially Owned by Each Reporting Person With	(7) Sole Voting Power	0
	(8) Shared Voting Power	2,997,060
	(9) Sole Dispositive Power	0
	(10) Shared Dispositive Power	2,997,060

11) Aggregate Amount Beneficially Owned by Each Reporting Person 2,997,060  
-----

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

13) Percent of Class Represented by Amount in Row (11) 6.5%  
-----

14) Type of Reporting Person CO  
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This Schedule 13D/A - Amendment No. 9 (the "Amendment No. 9") amends the Schedule 13D/A of MFC Bancorp Ltd. ("MFC") dated March 30, 2001, the Schedule 13D/A of MFC Merchant Bank S.A. ("Merchant Bank") dated March 30, 2001 and the Schedule 13D/A of Sutton Park International Ltd. ("Sutton Park") dated January 2, 2001 (collectively, the "Prior Filings") and is filed to report a change in the beneficial ownership of securities of ICHOR Corporation ("ICHOR").

#### **ITEM 1. SECURITY AND ISSUER.**

This statement relates to the shares of common stock with a \$0.01 par value each of ICHOR, a Delaware corporation, having its principal executive offices at 50-52 AV du Chanoine Cartellier, 69230 Saint-Genis Laval, France.

#### **ITEM 2. IDENTITY AND BACKGROUND.**

This statement is filed on behalf of MFC, Merchant Bank and Sutton Park. MFC operates in the financial services business and has an office address at 17 Dame Street, Dublin 2, Ireland. Merchant Bank is a wholly-owned subsidiary of MFC that operates in the banking and financial services business and has an office address at 6, Cours de Rive, Geneva 3, Switzerland 1211. Sutton Park is a wholly-owned subsidiary of MFC that operates in the merchant banking business and has a registered office at P.O. Box 146, Road Town, Tortola, British Virgin Islands. See Item 6 on pages 2, 3 and 4 of this Amendment No. 9 for the jurisdictions of organization of MFC, Merchant Bank and Sutton Park, respectively.

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

During the last five years, MFC, Merchant Bank and Sutton Park have not been, nor to the knowledge of MFC, Merchant Bank and Sutton Park, 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, Merchant Bank and Sutton Park have executed a joint filing agreement consenting to the joint filing of this Amendment No. 9. Such agreement is filed as Exhibit 1 to this Amendment No. 9 and is incorporated herein by reference.

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

On June 19, 2001, Merchant Bank acquired 133,333 shares of common stock of ICHOR pursuant to a private placement for in aggregate \$200,000. The purchase price was paid from working capital.

On June 19, 2001, Merchant Bank exercised previously held share purchase warrants for 1,176,294 shares of common stock of ICHOR at an exercise price of in aggregate Euro 271,835. On June 19, 2001, Merchant Bank acquired 225,144 shares of common stock of ICHOR pursuant to an underwriting agreement (the "Underwriting Agreement") dated for reference July 24, 2000 between Hippocampe S.A. ("Hippocampe") and Merchant Bank, as assigned by Hippocampe to ICHOR. Pursuant to the Underwriting Agreement, Merchant Bank acted as an advisor in a share exchange completed on March 28, 2001 between ICHOR and certain shareholders of Hippocampe. Merchant Bank is a wholly-owned subsidiary of MFC. On June 20, 2001, Sutton Park acquired 400,000 shares of common stock of ICHOR on the open market for in aggregate \$1,100,000. Sutton Park is a wholly-owned subsidiary of MFC.

#### **ITEM 4. PURPOSE OF TRANSACTION.**

Merchant Bank and Sutton Park acquired the shares of common stock of ICHOR for investment purposes. MFC, Merchant Bank and Sutton Park reserve the right to make additional purchases of shares of common stock of ICHOR on the open market, in private transactions and from treasury. Except as otherwise disclosed, neither MFC, Merchant Bank and Sutton Park, nor, to the knowledge of MFC, Merchant Bank and Sutton Park, 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.**

Merchant Bank directly beneficially owns 4,305,091 shares of common stock of ICHOR and share purchase warrants entitling it to acquire an additional 5,625,399 shares of common stock of ICHOR. Merchant Bank shares voting and dispositive power over these securities with MFC. These securities represent in aggregate approximately 19.2% of the outstanding common stock of ICHOR on a diluted basis.

Sutton Park directly beneficially owns 2,997,060 shares of common stock of ICHOR. Sutton Park shares voting and dispositive power over

these securities with MFC. These securities represent in aggregate approximately 6.5% of the outstanding common stock of ICHOR.

MFC indirectly beneficially owns 7,302,151 shares of common stock of ICHOR and share purchase warrants entitling it to acquire an additional 5,625,399 shares of common stock of ICHOR. MFC shares voting and dispositive power over these securities with Merchant Bank and Sutton Park. These securities represent in aggregate approximately 25.0% of the outstanding common stock of ICHOR on a diluted basis.

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

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

None.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.**

Exhibit Number	Description
1	Joint Filing Agreement among MFC Bancorp Ltd., MFC Merchant Bank S.A. and Sutton Park International Ltd. dated June 22, 2001.
2	Underwriting Agreement between MFC Merchant Bank S.A. and Hippocampe S.A. dated for reference July 24, 2000.*

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\* Incorporated by reference from ICHOR's Definitive Information Statement on Schedule 14C dated April 25, 2001.

**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.

June 22, 2001  
(Date)

**MFC BANCORP LTD.**

By: /s/ Michael J. Smith

-----  
(Signature)

**Michael J. Smith, President**  
(Name and Title)

June 22, 2001  
(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)



June 22, 2001  
(Date)

**SUTTON PARK INTERNATIONAL LTD.**

By: /s/ Michael J. Smith

-----  
(Signature)

**Michael J. Smith, Director**  
(Name and Title)

## EXHIBIT INDEX

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2	Underwriting Agreement between MFC Merchant Bank S.A. and Hippocampe S.A. dated for reference July 24, 2000.*

**JOINT FILING AGREEMENT**

**THIS AGREEMENT dated the 22nd day of June, 2001.**

**WHEREAS:**

A. Since their latest filings on Schedule 13D, MFC Bancorp Ltd. ("MFC"), MFC Merchant Bank Ltd. ("Merchant Bank"), a wholly-owned subsidiary of MFC, and Sutton Park International Ltd. ("Sutton Park"), a wholly owned subsidiary of MFC, acquired shared voting and dispositive power over additional securities of ICHOR Corporation ("ICHOR");

B. MFC, Merchant Bank and Sutton Park (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 the shares of common stock of ICHOR, 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 both 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

**SUTTON PARK INTERNATIONAL LTD.**

By: /s/ Michael J. Smith  
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Michael J. Smith, Director

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**End of Filing**



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