

NANOGEN INC
Form 3
October 12, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Fort Mason Capital, LLC

(Last) (First) (Middle)

456 MONTGOMERY STREET, 22ND FLOOR

(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/27/2005

3. Issuer Name and Ticker or Trading Symbol
NANOGEN INC [NGEN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed (Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$0.001 per share 5,102,041 (1) (2)

I (1) (2) By limited partnerships (1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Edgar Filing: NANOGEN INC - Form 3

	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Common Stock			Common Stock, par value		
Warrants (right to buy)	09/28/2005	09/28/2010	765,306	\$ 4	I <u>(1)</u> <u>(2)</u>
<u>(1)</u> <u>(2)</u>			\$0.001 per share		By limited partnerships <u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fort Mason Capital, LLC 456 MONTGOMERY STREET 22ND FLOOR SAN FRANCISCO, CA 94104	Â	Â X	Â	Â

Signatures

/s/Dan German, Managing
Member

10/12/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Fort Mason Master, LP, a Cayman Islands limited partnership ("Master"), and Fort Mason Partners, LP, a Delaware limited partnership ("Partners" and, together with Master, the "Funds"), are the holders of, in the aggregate, 5,102,041 shares of the common stock, par value \$0.001 per share (the "Shares"), of Nanogen, Inc., a Delaware corporation (the "Company"), and warrants that entitle the Funds to

(1) purchase up to an aggregate of 765,306 additional Shares. The Funds acquired such Shares and warrants in a registered direct offering of up to 6,802,721 units at \$2.94 per unit, with each unit consisting of (i) one (1) Share and (ii) one (1) warrant to purchase 0.15 Shares. Fort Mason Capital, LLC, a Delaware limited liability company ("Capital"), serves as the investment manager of the Funds and possesses sole power to vote and direct the disposition of all securities of the Company held by the Funds.

(2) Thus, as of September 27, 2005, for the purposes of Reg. Section 240.13d-3, Capital is deemed to beneficially own 5,867,347 Shares. Capital's interest in the securities reported herein is limited to the extent of its pecuniary interest in the Funds, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.