

REPROS THERAPEUTICS INC.
Form SC 13G
February 13, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

REPROS THERAPEUTICS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

76028H209

(CUSIP Number)

February 6, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

| | |
|-------------------------------------|---------------|
| <input type="checkbox"/> | Rule 13d-1(b) |
| <input checked="" type="checkbox"/> | Rule 13d-1(c) |
| <input type="checkbox"/> | Rule 13d-1(d) |

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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 (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).

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Larry N. Feinberg

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

3 SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States

SOLE VOTING POWER

NUMBER OF 5

SHARES 30,000
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 1,125,300
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 30,000
SHARED DISPOSITIVE POWER

WITH: 8

1,125,300

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

1,155,300

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

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

5.0%

TYPE OF REPORTING PERSON (See Instructions)

12

IN

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 812,600
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH: 8

812,600

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

812,600

10

..

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.5%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Institutional Partners, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 92,500
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH: 8

92,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

92,500

10

..

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.4%

TYPE OF REPORTING PERSON (See Instructions)

12

PN

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Associates, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 905,100
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH: 8

905,100

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

905,100

10

..

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

3.9%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Ten Fund Master, LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Cayman Islands

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 200,200
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH: 8

200,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

200,200

10

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.9%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Investment Management, Inc. Employees' Retirement Plan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Connecticut

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 17,000
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH: 8

17,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

17,000

10

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.1%

TYPE OF REPORTING PERSON (See Instructions)

12

EP

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Oracle Investment Management, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 217,200
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH: 8

217,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

217,200

10

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.9%

TYPE OF REPORTING PERSON (See Instructions)

12

CO

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

The Feinberg Family Foundation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2(a) ..

(b) ..

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Connecticut

SOLE VOTING POWER

NUMBER OF 5

SHARES 0
SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY 3,000
EACH SOLE DISPOSITIVE POWER

REPORTING 7

PERSON 0
SHARED DISPOSITIVE POWER

WITH: 8

3,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

3,000

10

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

0.0%

TYPE OF REPORTING PERSON (See Instructions)

12

OO

Item 1(a). Name of Issuer:

Repos Therapeutics Inc., a Delaware corporation (the “Issuer”).

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

2408 Timberloch Place, Suite B-7, Woodlands, TX 77380

Item 2(a). Name of Filing Person:

This statement is filed by:

Mr. Larry N. Feinberg (“Mr. Feinberg”), with respect to shares of the Issuer’s common stock (“Shares”) directly owned by him. Mr. Feinberg serves as the managing member of Oracle Associates (as defined herein). Mr. Feinberg may be deemed to indirectly beneficially own Shares by virtue of the foregoing relationship, directly or indirectly beneficially owned by Oracle Associates. Mr. Feinberg is the sole shareholder, director and president of the

(i) Manager (as defined herein), which serves as investment manager to Ten Fund (as defined herein) and the Retirement Plan (as defined herein), and accordingly, may be deemed to be the beneficial owner of the Shares beneficially owned by Ten Fund and the Retirement Plan. Mr. Feinberg is the trustee of the Foundation (as defined herein) and has the sole power to direct the voting and disposition of the Shares in Foundation and accordingly, may be deemed to be the indirect beneficial owner of the Shares;

(ii) Oracle Partners, L.P., a Delaware limited partnership (“Partners”), with respect to Shares directly owned by it;

(iii) Oracle Institutional Partners, L.P., a Delaware limited partnership (“Institutional Partners”). with respect to Shares directly owned by it;

Oracle Associates, LLC, a Delaware limited liability company (“Oracle Associates”), which serves as the general

(iv) partner of Partners and Institutional Partners, and may be deemed to indirectly beneficially own Shares, by virtue of the foregoing relationship, directly or indirectly beneficially owned by Partners and Institutional Partners.

(v) Oracle Ten Fund Master, L.P., a limited partnership organized under the Cayman Islands (“Ten Fund”), with respect to Shares directly owned by it;

(vi) Oracle Investment Management, Inc. Employees' Retirement Plan, an employee benefit plan organized in Connecticut (the "Retirement Plan"), with respect to Shares directly owned by it;

(vii) Oracle Investment Management, Inc., a Delaware corporation (the "Manager"), which serves as investment manager to Ten Fund and the Retirement Plan, and accordingly, may be deemed to be the beneficial owner of Shares beneficially owned by Ten Fund and the Retirement Plan; and

(viii) The Feinberg Family Foundation, a foundation organized in Connecticut (the “Foundation”), with respect to Shares directly owned by it.

The foregoing persons are hereinafter sometimes collectively referred to as the “Reporting Persons.” Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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

The address of the principal business office of the Reporting Persons is 200 Greenwich Avenue, 3rd Floor, Greenwich, Connecticut 06830.

Item 2(c). Citizenship:

Mr. Feinberg is a citizen of the United States of America. Partners, Institutional Partners, Oracle Associates and the Manager are organized under the laws of the state of Delaware. Ten Fund is organized under the laws of the Cayman Islands. The Retirement Plan and the Foundation are organized under the laws of the state of Connecticut.

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

Common Stock, par value \$0.001

Item 2(e). CUSIP Number:

76028H209

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under Section 15 of the Act.

(b) Bank as defined in section 3(a)(6) of the Act.

- (c) " Insurance company as defined in section 3(a)(19) of the Act.
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with Rule 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.

(j) " Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: ____

Item 4. Ownership:

The percentage of shares owned is based upon 23,009,882 shares of the Issuer's Common Stock issued and outstanding as of November 1, 2013, as set forth in the Issuer's most recent Quarterly Report on Form 10-Q for the period ended September 30, 2013, filed with the Securities and Exchange Commission on November 7, 2013.

The beneficial ownership of the Reporting Persons is set forth below. This filing and any future amendments hereto shall not be considered an admission that any Reporting Person is a beneficial owner of shares beneficially owned by any other Reporting Person named herein.

A. Larry Feinberg

(a) Amount beneficially owned: 1,155,300

(b) Percent of class: 5.0%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 30,000

(ii) Shared power to vote or direct the vote: 1,125,300

(iii) Sole power to dispose or direct the disposition: 30,000

(iv) Shared power to dispose or direct the disposition: 1,125,300

B. Oracle Partners, L.P.

(a) Amount beneficially owned: 812,600

(b) Percent of class: 3.5%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 812,600

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 812,600

C. Oracle Institutional Partners, L.P.

(a) Amount beneficially owned: 92,500

(b) Percent of class: 0.4%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 0

(ii) Shared power to vote or direct the vote: 92,500

(iii) Sole power to dispose or direct the disposition: 0

(iv) Shared power to dispose or direct the disposition: 92,500

D. Oracle Associates, LLC

- (a) Amount beneficially owned: 905,100
- (b) Percent of class: 3.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 905,100
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 905,100

E. Oracle Ten Fund Master, L.P.

- (a) Amount beneficially owned: 200,200
- (b) Percent of class: 0.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 200,200
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 200,200

F. Oracle Investment Management, Inc. Employees' Retirement Plan

- (a) Amount beneficially owned: 17,000
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 17,000

- (iii) Sole power to dispose or direct the disposition: 0
- (iv) Shared power to dispose or direct the disposition: 17,000

G. Oracle Investment Management, Inc.

- (a) Amount beneficially owned: 217,200
- (b) Percent of class: 0.9%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 217,200
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 217,200

H. The Feinberg Family Foundation

- (a) Amount beneficially owned: 3,000
- (b) Percent of class: 0.0%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 0
 - (ii) Shared power to vote or direct the vote: 3,000
 - (iii) Sole power to dispose or direct the disposition: 0
 - (iv) Shared power to dispose or direct the disposition: 3,000

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 5 percent of the class of securities, check the following .

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 or Control Person:

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 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 that purpose or effect.

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.

Dated: February 13, 2014

/s/ Larry Feinberg
Larry Feinberg,
Individually

ORACLE
PARTNERS, LP
By: ORACLE
ASSOCIATES, LLC,
its general partner

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE
INSTITUTIONAL
PARTNERS, LP
By: ORACLE
ASSOCIATES, LLC,
its general partner

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE
ASSOCIATES, LLC

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE TEN
FUND MASTER, LP

By: ORACLE
ASSOCIATES, LLC,
its general partner

By:/s/ Larry Feinberg
Larry Feinberg,
Managing Member

ORACLE
INVESTMENT
MANAGEMENT,
INC. EMPLOYEES'
RETIREMENT
PLAN

By:/s/ Aileen Wiate
Aileen Wiate, Trustee

ORACLE
INVESTMENT
MANAGEMENT,
INC.

By: /s/ Larry Feinberg
Larry Feinberg,
Managing Member

THE FEINBERG
FAMILY
FOUNDATION

By: /s/ Larry Feinberg
Larry Feinberg,
Trustee

Exhibit Index

99.1 Joint Filing Agreement, dated February 13, 2014, by and among, Larry Feinberg, Oracle Partners, LP, Oracle Institutional Partners, LP, Oracle Associates, LLC, Oracle Ten Fund Master, L.P., Oracle Investment Management, Inc. Employees' Retirement Plan, Oracle Investment Management, Inc. and The Feinberg Family Foundation.

Exhibit 99.1

SCHEDULE 13G JOINT FILING AGREEMENT

The undersigned hereby agree that this Schedule 13G (as so amended, the "Schedule 13G") with respect to the common stock of Repros Therapeutics, Inc. is, and any additional amendment thereto signed by each of the undersigned shall be, filed on behalf of each undersigned pursuant to and in accordance with the provisions of 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to the Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: February 13, 2014

/s/ Larry N. Feinberg
Larry N. Feinberg,
Individually

ORACLE PARTNERS,
L.P.
By: ORACLE
ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg,
Managing Member

ORACLE
INSTITUTIONAL
PARTNERS, L.P.
By: ORACLE
ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg,
Managing Member

ORACLE
ASSOCIATES, LLC

By: /s/ Larry N. Feinberg
Larry N. Feinberg,
Managing Member

ORACLE TEN FUND
MASTER, L.P.

By: ORACLE
ASSOCIATES, LLC, its
general partner

By: /s/ Larry N. Feinberg
Larry N. Feinberg,
Managing Member

ORACLE INVESTMENT
MANAGEMENT, INC.
EMPLOYEES'
RETIREMENT PLAN

By: /s/ Aileen Wiate
Aileen Wiate, Trustee

ORACLE INVESTMENT
MANAGEMENT, INC.

By: /s/ Larry N. Feinberg
Larry N. Feinberg,
Managing Member

THE FEINBERG
FAMILY FOUNDATION

By: /s/ Larry N. Feinberg
Larry N. Feinberg, Trustee