

Edgar Filing: ATLANTIC TECHNOLOGY VENTURES INC - Form 4

ATLANTIC TECHNOLOGY VENTURES INC

Form 4

February 28, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*

Lindsay A. Rosenwald, M.D.

(Last)

(First)

(Middle)

787 Seventh Avenue, 48th Floor

(Street)

New York

NY

10019

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Manhattan Pharmaceuticals, Inc.
(f/k/a Atlantic Technology Ventures) ATLC.OB

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

February 2002

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

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable line)

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Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/03		J(1)		7,136,453	A	--

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

FORM 4 (continued)

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

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if any (mm/dd/ yy)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares Title

Explanation of Responses:

(1) On February 21, 2003, Atlantic Technology Ventures, Inc. completed a merger with a private company, Manhattan Pharmaceuticals, Inc. pursuant to which, Atlantic issued 12.70967 shares of Common Stock for each one (1) share of Manhattan Common Stock. In connection with the Merger, Dr. Rosenwald, who is a stockholder of both Manhattan and Atlantic, received 7,136,953 shares of Common Stock.

(2) In connection with the Merger, holders of certain Common Stock Warrants of Atlantic exchanged such warrants for shares of Common Stock on the basis of one share of Common Stock for every three shares of Common Stock underlying the Warrants. As a result, Dr. Rosenwald was issued 694,444 shares of Common Stock.

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Lindsay A. Rosenwald, M.D.

February 26, 2002

**Signature of Reporting Person
Lindsay A. Rosenwald, M.D.

Date

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