

Edgar Filing: CERUS CORP - Form SC 13G/A

CERUS CORP  
Form SC 13G/A  
February 16, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. 3)

CERUS CORPORATION

-----  
(NAME OF ISSUER)

COMMON STOCK

-----  
(TITLE OF CLASS OF SECURITIES)

157085101

-----  
(CUSIP NUMBER)

January 17, 2007

-----  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

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

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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-----  
1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

ING Groep N.V.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a)

(b)

-----  
3 SEC USE ONLY

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|   |  |
|---|--|
| -----   |  |
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION                                 |
|   | The Netherlands  |
| -----   |  |
|   | 5 SOLE VOTING POWER  |
|   | 1,393,015 (1)  |
| -----   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH: | 6 SHARED VOTING POWER  |
|   | 0  |
| -----   |  |
|   | 7 SOLE DISPOSITIVE POWER   |
|   | 1,393,015 (1)  |
| -----   |  |
|   | 8 SHARED DISPOSITIVE POWER   |
|   | 0  |
| -----   |  |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         |
|   | 1,393,015  |
| -----   |  |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES |
|   | Not Applicable   |
|   | _  |
| -----   |  |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                      |
|   | 5.01%  |
| -----   |  |
| 12  | TYPE OF REPORTING PERSON   |
|   | HC   |
| -----   |  |

(1) These shares are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios.

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|       |   |
|-------|---|
| ----- |   |
| 1     | NAME OF REPORTING PERSONS<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS |
|       | ING Investments LLC   |
| ----- |   |
| 2     | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                |
|       | Not Applicable  |
|       | (a)  _  <br>(b)  _  |
| ----- |   |
| 3     | SEC USE ONLY  |

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|   |  |                          |
|---|--|--------------------------|
| 4   | CITIZENSHIP OR PLACE OF ORGANIZATION                                 |                          |
|   | Arizona  |                          |
|   | 5  | SOLE VOTING POWER        |
|   |  | 1,393,015 (1)            |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON WITH: | 6  | SHARED VOTING POWER      |
|   |  | 0                        |
|   | 7  | SOLE DISPOSITIVE POWER   |
|   |  | 1,393,015 (1)            |
|   | 8  | SHARED DISPOSITIVE POWER |
|   |  | 0                        |
| 9   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON         |                          |
|   |  | 1,393,015                |
| 10  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
|   | Not Applicable   |                          |
| 11  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9                      |                          |
|   |  | 5.01%                    |
| 12  | TYPE OF REPORTING PERSON   |                          |
|   |  | IC                       |

(2) ING Investments LLC is a wholly owned indirect subsidiary of ING Groep N.V.

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ITEM 1(A). NAME OF ISSUER:

Cerus Corporation

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2411 Stanwell Drive  
Concord, CA 94520

ITEM 2(A). NAME OF PERSON FILING:

ING Groep N.V.

ING Investments LLC

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ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

ING Groep N.V.:  
Amstelveenseweg 500  
1081 KL Amsterdam  
The Netherlands

ING Investments LLC:  
7337 East Doubletree Ranch Road  
Scottsdale, AZ 85258

ITEM 2(C). CITIZENSHIP:

See item 4 on Page 2  
See item 4 on Page 3

ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(E). CUSIP NUMBER:

157085101

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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:  
(Not Applicable)

- (a)  Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the "Investment Company Act");
- (e)  Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act;
- (f)  Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Exchange Act;
- (g)  Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) under the Exchange Act;
- (h)  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

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- (j)  Group in accordance with Rule 13d-1(b)(1)(ii)(J) under the Exchange Act.

ITEM 4. OWNERSHIP.

- (a) Amount beneficially owned:

See item 9 on Page 2  
See item 9 on Page 3

- (b) Percent of class:

See item 11 on Page 2  
See item 11 on Page 3

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

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

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See item 5 on Page 2  
See item 5 on Page 3

- (ii) Shared power to vote or to direct the vote:

See item 6 on Page 2  
See item 6 on Page 3

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

See item 7 on Page 2  
See item 7 on Page 3

- (iv) Shared power to dispose or to direct the disposition of:

See item 8 on Page 2  
See item 8 on Page 3

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

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

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ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATION.

By signing below we certify that, to the best of our 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.

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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.

February 15, 2007

-----  
(Date)

ING GROEP N.V.

By:

/s/ Cornelis Blokbergen

-----  
(Signature)

Cornelis Blokbergen  
Head Legal Department

-----  
(Name/Title)

/s/ H.J. Bruisten

-----  
(Signature)

H.J. Bruisten  
Principal Jurist

-----  
(Name/Title)

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.

February 15, 2007

-----  
(Date)

ING INVESTMENTS LLC

By:

/s/ Ernest J. C'DeBaca

-----  
(Signature)

Ernest J. C'DeBaca  
Senior Vice President

-----  
(Name/Title)

/s/Todd Modic

-----  
(Signature)

Todd Modic  
Senior Vice President

-----  
(Name/Title)

Exhibit A to Schedule 13G

Joint Filing Agreement  
Pursuant to Rule 13d-1(k)

The undersigned persons (the "Reporting Persons") hereby agree that a joint statement on this Schedule 13G, and any amendments thereto, be filed on their behalf by ING Groep N.V.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of them contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

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Date: February 15, 2007

ING Groep N.V.

By: /s/ Cornelis Blokbergen

-----  
Name: Cornelis Blokbergen  
Title: Head Legal Department

By: /s/ H.J. Bruisten

-----  
Name: H.J. Bruisten  
Title: Principal Jurist

ING Investments LLC

By: /s/ Ernest J. C'DeBaca

-----  
Name: Ernest J. C'DeBaca  
Title: Senior Vice President

By: /s/ Todd Modic

-----  
Name: Todd Modic  
Title: Senior Vice President