

ATRIX LABORATORIES INC  
Form SC 13D/A  
January 13, 2004

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                                OMB APPROVAL
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Atrix Laboratories, Inc.  
-----  
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share  
-----  
(Title of Class of Securities)

04962L101  
-----  
(CUSIP Number)

Sanofi-Synthelabo Inc.  
90 Park Avenue  
New York, New York 10016  
Attn: John M. Spinnato, Esq.  
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 26, 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 ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on 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 ("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).

SCHEDULE 13D/A

CUSIP No. 04962L101

1 NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  
Sanofi-Synthelabo Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)  
N/A

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

|   |    |                          |         |
|---|----|--------------------------|---------|
| NUMBER OF<br>SHARES   | 7  | SOLE VOTING POWER        | 824,572 |
| BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 8  | SHARED VOTING POWER      | -0-     |
|   | 9  | SOLE DISPOSITIVE POWER   | 824,572 |
|   | 10 | SHARED DISPOSITIVE POWER | -0-     |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
824,572

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
3.84%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO

Sanofi-Synthelabo Inc., a Delaware corporation (the "Reporting Person"), located at 90 Park Avenue, New York, New York 10016, and a wholly owned subsidiary of Sanofi-Synthelabo, a French societe anonyme, with its principal offices located at 174 Avenue de France, 75013 Paris, Cedex 13, France, hereby amends the report on Schedule 13D filed by the Reporting Person on January 8, 2001 (the "Original Schedule 13D"), with respect to shares of Common Stock, par value \$0.001 per share (the "Shares") of Atrix Laboratories, Inc., a Delaware corporation ("Atrix"), held by the Reporting Person. Terms used but not defined herein have the meanings given such terms in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Schedule 13D is amended as follows:

The name, residence or business address, present principal occupation or employment, and the citizenship of each director and executive officer of Sanofi-Synthelabo Inc. is set forth in Schedule I hereto and incorporated herein by reference.

Neither the Reporting Person, nor to the best knowledge and belief of the Reporting Person, any of the individuals listed in Schedule I has, during the past five years, been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is 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.

This Item 2 is qualified in its entirety by reference to Schedule I, which is incorporated herein by reference.

ITEM 4. PURPOSE OF TRANSACTION

The Shares described by this statement were acquired for investment purposes. Other than as set forth herein, the Reporting Persons do not have plans or proposals which relate to or would result in any of the events described by Items 4(a) through 4(j) of Schedule 13D.

The Reporting Person expects to evaluate on an ongoing basis Atrix' financial condition, business operations and prospects, market price of the Shares, conditions in securities markets generally, general economic and industry conditions and other factors. Accordingly, the Reporting Person reserves the right to change its plans and intentions at any time, as it deems appropriate. In particular, the Reporting Person may at any time and from time to time acquire additional Shares or securities convertible or exchangeable for Shares, dispose of Shares or enter into privately negotiated derivative transactions with institutional counterparties to hedge the market risk of some or all of its positions in such Shares. Any such transactions may be effected in the open-market or in privately negotiated transactions at any time and from time to time, subject to any applicable limitations of the Securities Act. To the knowledge of each Reporting Person, each of the persons listed on Schedule I may make the same evaluation and reserve the same rights.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Items 5. (a), (c) and (e) are hereby amended as follows:

(a) Sanofi-Synthelabo Inc. beneficially owns 824,572 Shares, representing approximately 3.84% of the outstanding shares (based on the number of Shares reported to be outstanding as of October 31, 2003 in Atrix' Form 10-Q for the Quarterly Period Ended September 30, 2003, filed November 19, 2003).

(c) The Reporting Person and, to the knowledge of the Reporting Person, none of the persons listed on Schedule I has been party to any transaction in Shares during the past sixty days.

(e) Based upon the Form 10-Q for the Quarter Ended September 30, 2001, the Reporting Person ceased to be the beneficial owner of more than five percent of the Shares on October 26, 2001.

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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.

Dated: January 13, 2004

SANOFI-SYNTHELABO INC.

By:/s/ John Spinnato

-----  
Name: John Spinnato  
Title: Vice President, General Counsel  
and Secretary

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SCHEDULE I

Name, Business Address, Principal Occupation or Employment and Citizenship of all Directors and Executive Officers of Sanofi-Synthelabo Inc.:

Board of Directors:  
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Jean-Francois Dehecq  
Chairman and Chief Executive Officer, Sanofi-Synthelabo S.A.  
174 Avenue de France,  
75013 Paris Cedex 13, France  
Citizenship: France

Gregory Irace  
Senior Vice President- Finance and Chief Financial Officer, Sanofi-Synthelabo  
Inc.  
90 Park Avenue  
New York, NY 10016  
Citizenship: United States

Gerard Le Fur  
Senior Executive Vice President and  
Executive Vice President, Scientific Affairs, Sanofi-Synthelabo S.A.  
174 Avenue de France,  
75013 Paris Cedex 13, France  
Citizenship: France

Timothy Rothwell  
President & Chief Executive Officer, Sanofi-Synthelabo Inc.  
90 Park Avenue  
New York, NY 10016  
Citizenship: United States

John Spinnato  
Vice President, General Counsel and Secretary, Sanofi-Synthelabo Inc.  
90 Park Avenue  
New York, NY 10016  
Citizenship: United States

Hanspeter Spek  
Chairman of the Board, Sanofi-Synthelabo Inc. Executive Vice  
President--Operations, Sanofi-Synthelabo S.A.  
174 Avenue de France,  
75013 Paris Cedex 13, France  
Citizenship: France

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Executive Officers:

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Timothy Rothwell  
President & Chief Executive Officer  
90 Park Avenue  
New York, NY 10016  
Citizenship: United States

Gregory Irace  
Senior Vice President and Chief Financial Officer  
90 Park Avenue  
New York, NY 10016  
Citizenship: United States

Brent Ragans  
Senior Vice President--Sales  
90 Park Avenue

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New York, NY 10016  
Citizenship: United States

Jack Dean  
President and Scientific Director, North America  
Sanofi-Synthelabo Research International Director, Preclinical Development  
9 Great Valley Parkway  
Malvern, PA 19355  
Citizenship: United States

John M. Spinnato  
Vice President, General Counsel and Secretary  
90 Park Avenue  
New York, NY 10016  
Citizenship: United States