ALTEON INC /DE Form SC 13G/A February 13, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 3)*

ALTEON INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

02144G107
-----(CUSIP Number)

December 31, 2001

(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)
[X] Rule 13d-1(c)
[] Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

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).

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CUSIP No.	02144G107		13G F	Page	2	of	8	Ра	ıges
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1	NAME OF REI		G PERSON ATION NO. OF ABOVE PERSON						
	S.A.C. Cap	ital A	dvisors, LLC						
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							(b)	[x]
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4	CITIZENSHI	P OR P	LACE OF ORGANIZATION						
	Delaware								
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	6.9%								
12	TYPE OF RE								
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Page 2 of 8 pages

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Item 1(a)	Name of Issuer:
	Alteon Inc.
Item 1(b)	Address of Issuer's Principal Executive Offices:
	170 Williams Drive Ramsey, New Jersey 07446
Items 2(a)	Name of Person Filing:
	This statement is being filed by (i) S.A.C. Capital Advisors, LLC ("SAC Capital Advisors"), (ii) S.A.C. Capital Management, LLC ("SAC Capital Management") and (iii) Steven A. Cohen.
Item 2(b)	Address of Principal Business Office:
	(i), (ii) and (iii): 777 Long Ridge Road Stamford, Connecticut 06902
Item 2(c)	Citizenship:
	<pre>(i): Delaware (ii): Delaware (iii): United States</pre>
Item 2(d)	Title of Class of Securities:
	Common Stock, par value \$.01 per share
Item 2(e)	CUSIP Number:
	02144G107
Item 3	Not Applicable
Item 4.	Ownership:

The securities reported on herein are held by S.A.C. Capital Associates, LLC, an Anguillan limited liability company ("SAC Capital Associates"). Pursuant to investment agreements, each of SAC Capital Advisors and SAC Capital Management share all investment and voting power with respect to the securities held by SAC Capital Associates. Accordingly, each of SAC Capital Advisors and SAC Capital Management may be deemed to be the beneficial owner of the securities covered by this statement for purposes of Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

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Steven A. Cohen is (i) the President and Chief Executive Officer of SAC Capital Advisors, the Managing Member of which is a corporation wholly owned by Mr. Cohen, and (ii) the owner, directly and through a wholly owned subsidiary, of 100% of the membership interests of SAC Capital Management. Accordingly, Mr. Cohen may be deemed to be the beneficial owner of the securities covered by this statement for purposes of Rule 13d-3 under the Exchange Act. Mr. Cohen disclaims beneficial ownership of any of the securities covered by this statement.

Item 4(a)	Amount Beneficially Owned:
	1,925,584 (including 572,738 shares issuable upon exercise of warrants)
Item 4(b)	Percent of Class:
	C 0°
	6.9%
Item 4(c)	Number of shares as to which such person has:
	(i) Sole power to vote or to direct the vote: 0
	(ii) Shared power to vote or to direct the vote: 1,925,584 (including 572,738 shares issuable upon exercise of warrants)
	(iii) Sole power to dispose or to direct the disposition of: $\ensuremath{\text{0}}$
	(iv) Shared power to dispose or to direct the disposition of: 1,925,584 (including 572,738 shares issuable upon exercise of warrants)
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 five percent of the class of securities, check the following. []
Item 6	Ownership of More than Five Percent on Behalf of Another
	Person:
	SAC Capital Associates has the right to receive dividends on, and proceeds from the sale of, the shares reported on this statement as beneficially owned by SAC Capital Advisors, SAC Capital Management and Mr. Cohen.

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Item 7 Identification and Classification of the

Subsidiary Which Acquired the Security Being
----Reported on By the Parent Holding Company:

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 the signatory certifies that, to the best of his 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, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2002

S.A.C. CAPITAL ADVISORS, LLC

By: /s/ Peter Nussbaum

Name: Peter Nussbaum Title: Authorized Person

S.A.C. CAPITAL MANAGEMENT, LLC

By: /s/ Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person

STEVEN A. COHEN

By: /s/ Peter Nussbaum

Name: Peter Nussbaum
Title: Authorized Person

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