

Edgar Filing: SERONO S A - Form SC 13G

SERONO S A
Form SC 13G
October 13, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(AMENDMENT NO. __)*

ZYMOGENETICS, INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

98985T 10 9

(CUSIP Number)

October 12, 2004

(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)

*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 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 ("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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1 Names of Reporting Persons/I.R.S. Identification Nos. of Above
Persons (Entities Only)

Serono S.A.

2 Check the Appropriate Box if a Member of a Group (a)
(See Instructions) (b)

3 SEC Use Only

4 Citizenship or Place of Organization

Switzerland

Number of 5 Sole Voting Power

4,611,227

Shares 6 Shared Voting Power

Beneficially 7 Sole Dispositive Power

4,611,227

Owned by 8 Shared Dispositive Power

Each

Reporting

Person With

9 Aggregate Amount Beneficially Owned by Each Reporting Person

4,611,227

10 Check if the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)

11 Percent of Class Represented by Amount in Row (9)

8.1%

12 Type of Reporting Person (See Instructions)

CO

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ITEM 1(a). NAME OF ISSUER:

Zymogenetics, Inc.

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

1201 Eastlake Avenue East
Seattle, Washington 98102-3702

ITEM 2(a). NAME OF PERSON FILING:

Serono S.A.

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

c/o Serono International S.A.
15bis, Chemin des Mines
Case Postale 54
CH-1211 Geneva 20
Switzerland

ITEM 2(c). CITIZENSHIP:

Switzerland

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

Common Stock, no par value

ITEM 2(e). CUSIP NUMBER:

98985T 10 9

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(b), OR 13D-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP.

The ownership percentage set forth below is based on 53,722,731 shares of common stock outstanding as of July 31, 2004, increased by the number of shares issued in the event that requires the filing of this statement.

(a) Amount beneficially owned: 4,611,227

(b) Percent of class: 8.1%

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

(i) Sole power to vote or to direct the vote: 4,611,227

(ii) Shared power to vote or to direct the vote: N/A

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(iii) Sole power to dispose or to direct the disposition of:
4,611,227

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(iv) Shared power to dispose or to direct the disposition of:
N/A

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.

See Exhibit A.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATIONS.

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: October 12 2004

SERONO S.A.

/s/ Jacques Theurillat

By: Jacques Theurillat
Title: Director

/s/ Francois Naef

By: Francois Naef
Title: Authorised Representative

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EXHIBIT A

Serono B.V., a Netherlands corporation