

Provention Bio, Inc.
Form SC 13G
January 22, 2019
7

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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.)¹

Provention Bio, Inc.
(Name of Issuer)

Common Stock, \$0.0001 par value
(Title of Class of Securities)

74374N102
(CUSIP Number)

December 31, 2018
(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)

¹ 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. 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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 74374N102

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

Johnson & Johnson
EIN: 22-1024240

2. CHECK THE APPROPRIATE BOX IF A (a) [] MEMBER OF A GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER
-0-

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SHARED VOTING POWER
2,400,000*

7. SOLE DISPOSITIVE POWER

-0-

8. SHARED
DISPOSITIVE
POWER

2,400,000*

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

2,400,000*

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

11. PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

6.4%**

12. TYPE OF
REPORTING
PERSON

CO

* As of December 31, 2018.

** Based on 37,351,562 shares of Common Stock outstanding as of November 5, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018.

CUSIP No. 74374N102

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

Johnson & Johnson
Innovation-JJDC,
Inc.
EIN: 22-2007137

2. CHECK THE APPROPRIATE BOX
IF (a)
A (b)
MEMBER OF A GROUP
SEC USE ONLY

3.
4. CITIZENSHIP OR PLACE OF ORGANIZATION

New Jersey

5. SOLE VOTING POWER

-0-

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER
2,400,000*

7. SOLE DISPOSITIVE

POWER

-0-

SHARED
DISPOSITIVE
POWER

8.

2,400,000*

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

9.

2,400,000*

CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES

10.

PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

11.

6.4%**

TYPE OF
REPORTING
PERSON

12.

CO

* As of December 31, 2018.

** Based on 37,351,562 shares of Common Stock outstanding as of November 5, 2018, as reported in the Issuer's Report on Form 10-Q for the period ended September 30, 2018 filed with the Securities and Exchange Commission on November 8, 2018.

CUSIP No. 74374N102

SCHEDULE 13G

ITEM 1(a) NAME OF
ISSUER:

Provention Bio,
Inc.

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

P.O. Box 666,
Oldwick, NJ
08858

ITEM 2(a) NAME OF
PERSON
FILING:

This statement is
being filed by
Johnson &
Johnson, a New
Jersey corporation
("J&J"), and
Johnson &
Johnson
Innovation-JJDC,
Inc., a New Jersey
corporation
("JJDC"). JJDC is a
wholly-owned
subsidiary of J&J.
The securities
reported herein as
being held by J&J
and JJDC are
directly
beneficially
owned by JJDC.
J&J may be
deemed to
indirectly
beneficially own

the securities that
are directly
beneficially
owned by JJDC.

ITEM 2(b) ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE:

J&J: One
Johnson &
Johnson Plaza,
New Brunswick,
NJ 08933
JJDC: 410
George Street,
New Brunswick,
NJ 08901

ITEM 2(c) CITIZENSHIP:

J&J: New Jersey
JJDC: New Jersey

ITEM 2(d) TITLE OF
CLASS OF
SECURITIES:

Common Stock,
\$0.0001 par value

ITEM 2(e) CUSIP
NUMBER:

74374N102

ITEM 3 STATEMENTS
FILED
PURSUANT TO
RULES 13D-1(B)
OR 13D-2(B) OR
(C):

Not applicable.

ITEM 4 OWNERSHIP:

The information
set forth in the
cover pages to

this Schedule 13G
is incorporated
herein by
reference thereto.

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

Not applicable.

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CUSIP No. 74374N102

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 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:

Not applicable.

CUSIP No. 74374N102

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 22, 2019

JOHNSON & JOHNSON

By: /s/ Thomas Spellman III

Name: Thomas Spellman III

Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Kevin Norman

Name: Kevin Norman

Title: Assistant Secretary