

MANHATTAN PHARMACEUTICALS INC

Form 4/A

April 14, 2003

OMB APPROVAL  
OMB NUMBER 3235-0287  
EXPIRES: JANUARY 31, 2005  
ESTIMATED AVERAGE BURDEN  
HOURS PER RESPONSE 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(f) of the Investment Company Act of 1940

[X] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations  
may continue. See Instruction 1(b).

-----  
1. Name and Address of Reporting Person

Rosenwald, MD

Lindsay

A.

-----  
(Last)

(First)

(Middle)

787 Seventh Avenue, 48/th/ Floor

-----  
(Street)

New York

NY

10019

-----  
(City)

(State)

(Zip)

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2. Issuer Name and Ticker or Trading Symbol

Manhattan Pharmaceuticals, Inc. (f/k/a Atlantic Technology Ventures) ATLC.OB  
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3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

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4. Statement for Month/Day/Year

February 2003  
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5. If Amendment, Date of Original (Month/Day/Year)

February 2003  
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6. Relationship of Reporting Person to Issuer  
(Check all applicable)

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[ ] Director [X] 10% Owner  
 [ ] Officer (give title below) [ ] Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Reporting Person  
 [ ] Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,  
 or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amo Sec Ben Own ing Tra (In and	
			Code	V	Amount	or Price (D)		
Common Stock	02/21/03		J/1/		8,669,766	A	-	11

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned  
 (e.g., puts, calls, warrants, options, convertible securities)

2. Conver- sion  
 5. Number of  
 7. Title and Amount

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1. Title of Derivative Security (Instr. 3)	2. Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Exe- cution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares

**Explanation of Responses:**

- 1 On February 21, 2003, Atlantic Technology Ventures, Inc. completed a merger with a private company, Manhattan Pharmaceuticals, Inc. pursuant to which, Atlantic issued 12.70967 shares of its Common Stock for each one (1) share of Manhattan Common Stock outstanding. As a result of the Merger, Dr. Rosenwald, who is a stockholder of both Manhattan and Atlantic, received 7,975,322 shares of Common Stock.
- 2 In connection with the Merger, holders of certain Common Stock Warrants of Atlantic exchanged such warrants for shares of Common Stock on the basis of one share of Common Stock for every three shares of Common Stock underlying the Warrants. As a result, Dr. Rosenwald was issued 694,444 shares of Common Stock.

/s/ \_\_\_\_\_ April 7, 2003  
 \*\*Signature of Reporting Person Date  
 Lindsay A. Rosenwald, MD

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.