

ZIOPHARM ONCOLOGY INC
Form SC 13G
December 14, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

ZIOPHARM Oncology, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

98973P101

(CUSIP Number)

December 4, 2009

(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).

CUSIP No. 98973P101

1. Names of Reporting Persons.

QVT Financial LP

I.R.S. Identification Nos. of above persons (entities only).

11-3694008

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

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

Shares 6. Shared Voting Power

Beneficially

Owned by

4,142,202

Each 7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

4,142,202

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,142,202

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

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

9.99%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 98973P101

1. Names of Reporting Persons.

QVT Financial GP LLC

I.R.S. Identification Nos. of above persons (entities only).

11-3694007

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

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

Shares 6. Shared Voting Power

Beneficially

Owned by

4,142,202

Each 7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

4,142,202

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,142,202

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

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

9.99%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 98973P101

1. Names of Reporting Persons.

QVT Fund LP

I.R.S. Identification Nos. of above persons (entities only).

98-0415217

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

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

0

Shares 6. Shared Voting Power

Beneficially

Owned by

3,780,263

Each 7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

3,780,263

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,780,263

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

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

9.12%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 98973P101

1. Names of Reporting Persons.

QVT Associates GP LLC

I.R.S. Identification Nos. of above persons (entities only).

01-0798253

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

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

Shares 6. Shared Voting Power

Beneficially

Owned by

4,142,202

Each 7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

4,142,202

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,142,202

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

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

9.99%

12. Type of Reporting Person (See Instructions)

OO

Item 1 (a). Name of Issuer

ZIOPHARM Oncology, Inc. (the Issuer)

Item 1 (b). Address of Issuer's Principal Executive Offices

The address of the Issuer's principal executive offices is:

1180 Avenue of the Americas, 19th Floor, New York, New York 10036, United States

Item 2 (a). Name of Person Filing

Item 2 (b). Address of Principal Business Office or, if none, Residence

Item 2 (c). Citizenship

QVT Financial LP
1177 Avenue of the Americas, 9th Floor
New York, New York 10036
Delaware Limited Partnership

QVT Financial GP LLC
1177 Avenue of the Americas, 9th Floor
New York, New York 10036
Delaware Limited Liability Company

QVT Fund LP
Walkers SPV, Walker House
87 Mary Street
George Town, Grand Cayman, KY1 9001 Cayman Islands
Cayman Islands Limited Partnership

QVT Associates GP LLC
1177 Avenue of the Americas, 9th Floor
New York, New York 10036
Delaware Limited Liability Company

Item 2 (d). Title of Class of Securities

Common stock, \$0.001 par value per share (the Common Stock).

Item 2 (e). CUSIP Number

The CUSIP number of the Common Stock is 98973P101.

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: .

Item 4. Ownership.

(a) Amount beneficially owned:

QVT Fund LP (the Fund), beneficially owns 3,509,061 shares of Common Stock. The Fund also holds five-year Warrants, exercise price \$4.02 per share of Common Stock (the Warrants), which entitle the Fund to purchase 1,754,531 shares of Common Stock. Quintessence Fund L.P. (Quintessence) holds 361,939 shares of Common Stock and Warrants which entitle Quintessence to purchase 180,969 shares of Common Stock. The Warrants contain an issuance limitation prohibiting the holder of such Warrants from exercising the Warrants to the extent that such exercise would result in beneficial ownership by such holder and certain related parties of more than 9.99% of the Common Stock then issued and outstanding.

QVT Financial LP (QVT Financial) is the investment manager for the Fund and Quintessence. Due to the issuance limitation described above, the Fund may be deemed to beneficially own 3,780,263 shares of Common Stock, consisting of the 3,509,061 shares of Common Stock and 271,202 shares of Common Stock issuable upon exercise of the Warrants, and Quintessence may be deemed to beneficially own 361,939 shares of Common Stock. Accordingly, taking into account the issuance limitation, QVT Financial may be deemed to be the beneficial owner of an aggregate amount of 4,142,202 shares of Common Stock, consisting of the shares of Common Stock owned by the Fund and Quintessence and certain of the shares underlying the Warrants owned by the Fund. The remaining shares of Common Stock underlying the Warrants may not be issued unless the Fund and Quintessence provide notice to the Issuer 61 days prior to the exercise of the Warrants that this limitation will not apply.

The aggregate number of shares of Common Stock of which the Fund would be deemed to be the beneficial owner if the Fund fully exercised all of its Warrants is 5,263,592. The aggregate number of shares of Common Stock of which Quintessence would be deemed to be the beneficial owner if Quintessence exercised all of its Warrants is 542,908. The aggregate number of shares of Common Stock of which QVT Financial would be deemed to be the beneficial owner if the Fund and Quintessence fully exercised all of the Warrants is 5,806,500.

QVT Financial GP LLC, as General Partner of QVT Financial, may be deemed to beneficially own the same number of shares of Common Stock reported by QVT Financial. QVT Associates GP LLC, as General Partner of the Fund and Quintessence, may be deemed to beneficially own the aggregate number of shares of Common Stock owned by the Fund and Quintessence, and accordingly, QVT Associates GP LLC may be deemed to beneficially own 4,142,202 shares of Common Stock.

Each of QVT Financial and QVT Financial GP LLC disclaims beneficial ownership of the shares of Common Stock owned by the Fund and Quintessence. QVT Associates GP LLC disclaims beneficial ownership of all shares of Common Stock owned by the Fund and Quintessence, except to the extent of its pecuniary interest therein.

The percentage disclosed in Item 11 of the Cover Pages for each reporting person is calculated based upon the sum of (i) 41,192,287 shares of Common Stock outstanding, which is the total number of shares issued and outstanding as reported in the Issuer's Prospectus on Form 424B3 and (ii) the number of shares of Common Stock issuable upon exercise of the Warrants held by such reporting person.

(b) Percent of class:

See Item 11 of the Cover Pages to this Schedule 13G.

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

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See item (a) above.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See item (a) above.

Item 5. Ownership of Five Percent or Less of a Class

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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.

Not Applicable

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 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: December 11, 2009

QVT FINANCIAL LP

By QVT Financial GP LLC,
its General Partner

By: /s/ DAN GOLD
Name: **Dan Gold**
Title: **Managing Member**

By: /s/ OREN EISNER
Name: **Oren Eisner**
Title: **Authorized Signatory**

QVT FINANCIAL GP LLC

By: /s/ DAN GOLD
Name: **Dan Gold**
Title: **Managing Member**

By: /s/ OREN EISNER
Name: **Oren Eisner**
Title: **Authorized Signatory**

QVT FUND LP

By QVT Associates GP LLC,
its General Partner

By: /s/ DAN GOLD
Name: **Dan Gold**
Title: **Managing Member**

By: /s/ OREN EISNER
Name: **Oren Eisner**
Title: **Authorized Signatory**

QVT ASSOCIATES GP LLC

By: /s/ DAN GOLD
Name: **Dan Gold**
Title: **Managing Member**

By: /s/ OREN EISNER
Name: **Oren Eisner**
Title: **Authorized Signatory**

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G filed herewith (and any amendments thereto) signed by each of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: December 11, 2009

QVT FINANCIAL LP

By QVT Financial GP LLC,
its General Partner

By: /s/ DAN GOLD
Name: **Dan Gold**
Title: **Managing Member**

By: /s/ OREN EISNER
Name: **Oren Eisner**
Title: **Authorized Signatory**

QVT FINANCIAL GP LLC

By: /s/ DAN GOLD
Name: **Dan Gold**
Title: **Managing Member**

By: /s/ OREN EISNER
Name: **Oren Eisner**
Title: **Authorized Signatory**

QVT FUND LP

By QVT Associates GP LLC,
its General Partner

By: /s/ DAN GOLD
Name: **Dan Gold**
Title: **Managing Member**

By: /s/ OREN EISNER
Name: **Oren Eisner**
Title: **Authorized Signatory**

QVT ASSOCIATES GP LLC

By: /s/ DAN GOLD
Name: **Dan Gold**
Title: **Managing Member**

By: /s/ OREN EISNER
Name: **Oren Eisner**
Title: **Authorized Signatory**