

VICAL INC
Form SC 13D/A
March 19, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 1)¹

Vical Incorporated

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

925602203

(CUSIP Number)

JAMES KRATKY

BVF Partners L.P.

44 Montgomery St., 40th Floor

San Francisco, California 94104

(415) 525-8890

ADAM W. FINERMAN, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 14, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

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 ("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. 925602203

1	NAME OF REPORTING PERSON	
	BIOTECHNOLOGY VALUE FUND, L.P.	
2	CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP	(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC CHECK BOX IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9	SOLE VOTING POWER SHARED VOTING POWER 798,415(1) SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		798,415(1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY	

EACH REPORTING PERSON

	798,415(1)
	CHECK BOX IF THE
	AGGREGATE
12	AMOUNT IN ROW (11)
	EXCLUDES CERTAIN
	SHARES
	PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN
	ROW (11)
	3.5%(1)
14	TYPE OF REPORTING PERSON
	PN

(1) Excludes 3,135,724 Shares underlying the Warrants (as defined herein) that are not exercisable due to the Beneficial Ownership Limitation (as defined herein), which provides that the Warrants may not be exercised if, after such exercise, the Reporting Persons would beneficially own more than 9.99% of the outstanding Shares.

CUSIP NO. 925602203

1	NAME OF REPORTING PERSON	
	BIOTECHNOLOGY VALUE FUND II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9	SOLE VOTING POWER - 0 - SHARED VOTING POWER 1,333,769(1) SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER 1,333,769(1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH	

REPORTING PERSON

	1,333,769(1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	5.8%(1) TYPE OF REPORTING PERSON
	PN

(1) Excludes 1,757,943 Shares underlying the Warrants that are not exercisable due to the Beneficial Ownership Limitation, which provides that the Warrants may not be exercised if, after such exercise, the Reporting Persons would beneficially own more than 9.99% of the outstanding Shares.

CUSIP NO. 925602203

1 NAME OF REPORTING PERSON

BIOTECHNOLOGY VALUE
TRADING FUND OS LP

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS
REQUIRED
PURSUANT TO ITEM
2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

CAYMAN ISLANDS

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		106,239(1)
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		106,239(1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	106,239(1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	Less than 1% (1) TYPE OF REPORTING PERSON
	PN

(1) Excludes 615,779 Shares underlying the Warrants that are not exercisable due to the Beneficial Ownership Limitation, which provides that the Warrants may not be exercised if, after such exercise, the Reporting Persons would beneficially own more than 9.99% of the outstanding Shares.

CUSIP NO. 925602203

1	NAME OF REPORTING PERSON
	BVF PARTNERS OS LTD.
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	CAYMAN ISLANDS
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	SOLE VOTING POWER
	- 0 -
8	SHARED VOTING POWER
	106,239(1)
9	SOLE DISPOSITIVE POWER
	- 0 -
10	SHARED DISPOSITIVE POWER
	106,239(1)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

106,239(1)

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

Less than 1% (1)

14 TYPE OF REPORTING
PERSON

CO

(1) Excludes 615,779 Shares underlying the Warrants that are not exercisable due to the Beneficial Ownership Limitation, which provides that the Warrants may not be exercised if, after such exercise, the Reporting Persons would beneficially own more than 9.99% of the outstanding Shares.

CUSIP NO. 925602203

1 NAME OF REPORTING PERSON

BVF PARTNERS L.P.

2 CHECK THE
APPROPRIATE
BOX IF A MEMBER (a)
OF A GROUP
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		2,279,059(1)
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		2,279,059(1)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,279,059(1)

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

14 9.99%(1)
TYPE OF REPORTING PERSON

PN, IA

(1) Excludes 6,241,074 Shares underlying the Warrants that are not exercisable due to the Beneficial Ownership Limitation, which provides that the Warrants may not be exercised if, after such exercise, the Reporting Persons would beneficially own more than 9.99% of the outstanding Shares.

CUSIP NO. 925602203

1 NAME OF REPORTING PERSON

BVF INC.
 CHECK THE
 2 APPROPRIATE
 BOX IF A MEMBER (a)
 OF A GROUP
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF
 CHECK BOX IF
 5 DISCLOSURE OF
 LEGAL
 PROCEEDINGS IS
 REQUIRED
 PURSUANT TO
 ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
 ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		2,279,059(1)
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		2,279,059(1)

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,279,059(1)

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

14 9.99%(1)
TYPE OF REPORTING PERSON

CO

(1) Excludes 6,241,074 Shares underlying the Warrants that are not exercisable due to the Beneficial Ownership Limitation, which provides that the Warrants may not be exercised if, after such exercise, the Reporting Persons would beneficially own more than 9.99% of the outstanding Shares.

CUSIP NO. 925602203

1 NAME OF REPORTING PERSON

MARK N. LAMPERT

2 CHECK THE
APPROPRIATE
BOX IF A MEMBER (a)
OF A GROUP
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF
CHECK BOX IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		2,279,059(1)
PERSON WITH	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		2,279,059(1)

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,279,059(1)

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

14 9.99%(1)
TYPE OF REPORTING PERSON

IN

(1) Excludes 6,241,074 Shares underlying the Warrants that are not exercisable due to the Beneficial Ownership Limitation, which provides that the Warrants may not be exercised if, after such exercise, the Reporting Persons would beneficially own more than 9.99% of the outstanding Shares.

CUSIP NO. 925602203

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares and certain warrants exercisable into Shares (the “Warrants”) purchased by BVF, BVF2 and Trading Fund OS were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 798,415 Shares beneficially owned by BVF is approximately \$1,397,226, including brokerage commissions. The aggregate purchase price of the 1,333,769 Shares beneficially owned by BVF2 is approximately \$2,208,576, including brokerage commissions. The aggregate purchase price of the 106,239 Shares beneficially owned by Trading Fund OS is approximately \$185,918, including brokerage commissions. The aggregate purchase price of the 40,636 Shares held in the Partners Managed Accounts is approximately \$71,113, including brokerage commissions. The aggregate purchase price of the 3,135,724 Warrants beneficially owned by BVF is approximately \$5,456,160, including brokerage commissions. The aggregate purchase price of the 1,757,943 Warrants beneficially owned by BVF2 is approximately \$3,058,821, including brokerage commissions. The aggregate purchase price of the 615,779 Warrants beneficially owned by Trading Fund OS is approximately \$1,071,455, including brokerage commissions. The aggregate purchase price of the 731,628 Warrants held in the Partners Managed Accounts is approximately \$1,273,033, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

(a) The following percentages are based on a denominator which is the sum of: (i) 21,820,195 Shares outstanding as of January 31, 2019, which is the total number of Shares outstanding as reported in the Issuer’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 1, 2019 and (ii) the 993,211 Shares issued by the Issuer pursuant to the exercise of certain Warrants by the Reporting Persons on March 14, 2019.

As of the close of business on March 18, 2019, the Reporting Persons hold 6,241,074 Warrants exercisable for an aggregate of 6,241,074 Shares. Such Warrants have an initial exercise price of \$0.01 per Share, subject to adjustment pursuant to the terms of the Warrants. The Warrants are only exercisable to the extent that the holder, together with its affiliates and any other person or entity acting as a group, would not beneficially own more than 9.99% of the outstanding Shares after giving effect to such exercise, as such percentage ownership is determined in accordance with the terms of the Warrants (the “Beneficial Ownership Limitation”). As of March 18, 2019, the Beneficial Ownership Limitation limits the aggregate exercise of the Warrants by the Reporting Persons to zero out of the 6,241,074 Shares underlying the Warrants owned by the Reporting Persons in the aggregate. BVF holds Warrants to purchase 3,135,724 additional Shares which are excluded herein as a result of the Beneficial Ownership Limitation. BVF2 holds Warrants to purchase 1,757,943 additional Shares which are excluded herein as a result of the Beneficial Ownership Limitation. BVTOS holds Warrants to purchase 615,779 additional Shares which are excluded herein as a result of the Beneficial Ownership Limitation. The Partners Managed Accounts holds Warrants to purchase 731,628 additional Shares which are excluded herein as a result of the Beneficial Ownership Limitation.

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As of the close of business on March 18, 2019, (i) BVF beneficially owned 798,415 Shares, representing percentage ownership of approximately 3.5% of the Shares outstanding, (ii) BVF2 beneficially owned 1,333,769 Shares, representing percentage ownership of approximately 5.8% of the Shares outstanding, (iii) Trading Fund OS beneficially owned 106,239 Shares, representing percentage ownership of less than 1% of the Shares outstanding and (iv) 40,636 Shares were held in the Partners Managed Accounts, representing percentage ownership of less than 1% of the Shares outstanding.

Partners OS, as the general partner of Trading Fund OS, may be deemed to beneficially own the 106,239 Shares beneficially owned by Trading Fund OS, representing percentage ownership of less than 1% of the Shares outstanding.

Partners, as the general partner of BVF and BVF2, the sole member of Partners OS, and the investment manager of Trading Fund OS and the Partners Managed Accounts, may be deemed to beneficially own the 2,279,059 Shares beneficially owned in the aggregate by BVF, BVF2, Trading Fund OS, and the Partners Managed Accounts, representing percentage ownership of approximately 9.99% of the Shares outstanding.

BVF Inc., as the general partner of Partners, may be deemed to beneficially own the 2,279,059 Shares beneficially owned by Partners, representing percentage ownership of approximately 9.99% of the Shares outstanding.

Mr. Lampert, as a director and officer of BVF Inc. may be deemed to beneficially own the 2,279,059 Shares beneficially owned by BVF Inc., representing percentage ownership of approximately 9.99% of the Shares outstanding.

(b) Each of BVF, BVF2, and Trading Fund OS, shares with Partners voting and dispositive power over the Shares each such entity beneficially owns. Trading Fund OS, shares with Partners OS, voting and dispositive power over the Shares beneficially owned by Trading Fund OS. Partners, BVF Inc. and Mr. Lampert share voting and dispositive power over the 2,279,059 Shares they may be deemed to beneficially own with BVF, BVF2, Trading Fund OS, Partners OS and the Partners Managed Accounts.

(c) The transactions in the Shares by the Reporting Persons since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 925602203

SIGNATURES

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

Dated: March 18, 2019

BIOTECHNOLOGY VALUE FUND, L.P.

By: BVF Partners L.P., its general partner
By: BVF Inc., its general partner

By: /s/ Mark N. Lampert
Mark N. Lampert
President

BVF INC.

By: /s/ Mark N. Lampert
Mark N. Lampert
President

/s/ Mark N. Lampert
MARK N. LAMPERT

BIOTECHNOLOGY VALUE FUND II, L.P.

By: BVF Partners L.P., its general partner
By: BVF Inc., its general partner

By: /s/ Mark N. Lampert
Mark N. Lampert
President

BVF PARTNERS L.P.

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert
Mark N. Lampert
President

BVF PARTNERS OS LTD.

By: BVF Partners L.P., its sole member
By: BVF Inc., its general partner

By: /s/ Mark N. Lampert
Mark N. Lampert

President

Biotechnology Value Trading Fund OS LP

By: BVF Partners L.P., its investment manager

By: BVF Inc., its general partner

By: /s/ Mark N. Lampert

Mark N. Lampert

President

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SCHEDULE A

Transactions in the Shares Since the Filing of the Schedule 13D

<u>Class of Securities</u>	<u>Price (\$)</u>	<u>Date of</u>
<u>Security Purchased / (Sold)</u>		<u>Purchase / Sale</u>

BIOTECHNOLOGY VALUE FUND, L.P.

Common Stock 455,065¹ 0.01 03/14/2019

BIOTECHNOLOGY VALUE FUND II, L.P.

Common Stock 538,146² 0.01 03/14/2019

¹ Represents Shares acquired pursuant to the exercise of 455,065 Warrants.

² Represents Shares acquired pursuant to the exercise of 538,146 Warrants.