

ELITE PHARMACEUTICALS INC /DE/  
Form SC 13D/A  
February 16, 2010

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Amendment No. 2)  
Under the Securities Exchange Act of 1934

ELITE PHARMACEUTICALS, INC.

---

(Name of Issuer)

Common Stock

---

(Title of Class of Securities)

28659T200

---

(CUSIP Number)

Anthony G. Miller  
Trellus Management Company, LLC  
350 Madison Avenue, 9th Floor  
New York, NY 10017  
212.389.8799

Copy to:

Richard Metsch, Esq.  
Shearman & Sterling LLP  
599 Lexington Avenue  
New York, NY 10022  
212.848.4000

---

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

October 26, 2009

---

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

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.

\* 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).

---

---

SCHEDULE 13D

CUSIP No. 28659T200

Page 2 of 10 Pages

NAME OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Trellus Management Company, LLC (13-3807183) (on behalf of three managed accounts)

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)  x

(b)  o

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

WC

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  o

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware limited liability company

7

SOLE VOTING POWER

NUMBER OF SHARES

-0-

BENEFICIALLY

8

SHARED VOTING POWER

OWNED BY EACH

23,391,687

REPORTING PERSON

9

SOLE DISPOSITIVE POWER

WITH

-0-

10

SHARED DISPOSITIVE POWER

23,391,687

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,391,687

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)  o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

27.93%

TYPE OF REPORTING PERSON (See Instructions)

14

IA

---

SCHEDULE 13D

CUSIP No. 28659T200

Page 3 of 10 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Trellus Partners, L.P.

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

(a)  x  
(b)  o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  o  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

15,725,177

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

15,725,177

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,725,177

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

18.78%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

---

SCHEDULE 13D

CUSIP No. 28659T200

Page 4 of 10 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Trellus Partners, L.P. II

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

(a)  x  
(b)  o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  o  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

200,982

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

200,982

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200,982

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.24%

TYPE OF REPORTING PERSON (See Instructions)

14

PN

---

SCHEDULE 13D

CUSIP No. 28659T200

Page 5 of 10 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Trellus Offshore Fund Limited

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

(a)  x  
(b)  o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  o  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

		7	SOLE VOTING POWER
	NUMBER OF		-0-
	SHARES		
	BENEFICIALLY	8	SHARED VOTING POWER
	OWNED BY		7,465,618
	EACH		
	REPORTING	9	SOLE DISPOSITIVE POWER
WITH	PERSON		-0-
			SHARED DISPOSITIVE POWER
		10	7,465,618

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,465,618

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.91%

TYPE OF REPORTING PERSON (See Instructions)

14

CO

---

SCHEDULE 13D

CUSIP No. 28659T200

Page 6 of 10 Pages

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

Adam Usdan

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

(a)  x  
 (b)  o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  o  
 PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		SHARED VOTING POWER
BENEFICIALLY	8	3,391,687
OWNED BY		SOLE DISPOSITIVE POWER
EACH	9	-0-
REPORTING		SHARED DISPOSITIVE POWER
PERSON	10	3,391,687

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,391,687

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

27.93%

TYPE OF REPORTING PERSON (See Instructions)

14

IN

---

Item 1. Security and Issuer.

The class of equity securities to which this statement on Schedule 13D relates is the Common Stock (the “Shares”) of Elite Pharmaceutical, Inc. (the “Issuer”), with its principal executive offices located at 165 Ludlow Avenue, Northvale, NJ 07647.

Item 2. Identity and Background.

(a) This statement is being filed jointly by Trellus Management Company, LLC (“Trellus”), Trellus Partners, L.P., a Delaware limited partnership (“TPLP”), Trellus Partners, L.P. II, a Delaware limited partnership (“TPLPII”), Trellus Offshore Fund Limited, a Cayman Islands limited liability company (“TOF”), and Adam Usdan (each a “Reporting Person” and collectively, the “Reporting Persons”). Trellus Management Company, LLC is the investment adviser to TPLP, TPLPII, and TOF. Adam Usdan is the controlling principal and chief investment officer of Trellus.

(b) The addresses of the principal business and principal offices of each Reporting Person is 350 Madison Avenue, 9th Floor, New York, New York 10017.

(c) The principal business of Trellus is the offering of investment advisory services to various entities. The principal business of each of TPLP, TPLPII, and TOF is the investing in securities.

(d) None of the Reporting Persons has been, and none of their executive officers or directors has been, during the last five years, convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Anthony Miller is the chief financial officer of Trellus. John Alderman is a principal of Trellus and a portfolio manager. The Reporting Persons have no executive officers other than Mr. Usdan, Mr. Miller and Mr. Alderman. TOF has a board of directors and the remaining Reporting Persons do not have Boards of Directors. Mr. Miller has not been subject to any proceeding described in (e) above. Adam Usdan and Anthony Miller are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Page 7 of 10

---

Item 4.

Purpose of Transaction.

The Reporting Persons do not have any present plans or proposals which relate to or would result in any of the following: (i) an extraordinary corporate transaction involving the Issuer or any of its subsidiaries, (ii) a sale or transfer of a material amount of the assets of the Issuer or any of its subsidiaries, (iii) any change in the present board of directors or management of the Issuer, (iv) any material change in the Issuer's capitalization or dividend policy, (v) any other material change in the Issuer's business or capital structure, (vi) any change in the Issuer's charter or bylaws or other instrument corresponding thereto or other action which may impede the acquisition of control of the Issuer by any person, (vii) causing a class of the Issuer's securities to be deregistered or delisted, (viii) a class of equity securities of the Issuer becoming eligible for termination of registration or (ix) any action similar to any of those enumerated above.

Page 8 of 10

---

Item 5. Interest in Securities of the Issuer.

(a) Items 11 and 13 of the cover page for each Reporting Person is incorporated herein by reference. The calculations of the percentages in this Statement are based on the number of shares of Common Stock and preferred stock convertible into common shares as disclosed by the Issuer to the Reporting Persons.

(b) Items 7 - 10 of the cover page for each Reporting Person is incorporated herein by reference.

(c) During the past sixty days the Reporting Persons have engaged in the following transactions in the securities of the Issuer:

Between October 26, 2009 and January 15, 2010, the Reporting persons sold 4,100,100 shares of Common Stock.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships With Respect to Securities of the Issuer.

None.

Item 7. Materials to be Filed as Exhibits.

Exhibit A. Joint Filing Agreement.

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.

February 16, 2009

/s/ Adam Usdan

Adam Usdan

Trellus Management Company, LLC

By: /s/ Anthony G. Miller  
Name: Anthony G. Miller  
Title: Chief Financial Officer

Trellus Partners, L.P.

By: /s/ Anthony G. Miller  
Name: Anthony G. Miller  
Title: Chief Financial Officer of Trellus  
Company, LLC, as the General Partner

Trellus Partners, L.P. II

By: /s/ Anthony G. Miller  
Name: Anthony G. Miller  
Title: Chief Financial Officer of Trellus  
Company, LLC, as the General Partner

Trellus Offshore Fund Limited

By: /s/ Anthony G. Miller  
Name: Anthony G. Miller  
Title: Chief Financial Officer of Trellus  
Management Company, LLC, as the Investment Adviser

Exhibit A

AGREEMENT

We, the undersigned, hereby express our agreement that the attached Schedule 13D, dated February 16, 2009, relating to common stock of Elite Pharmaceuticals, Inc. is filed on behalf of us.

/s/ Adam Usdan

Adam Usdan

Trellus Management Company, LLC

By: /s/ Anthony G. Miller  
Name: Anthony G. Miller  
Title: Chief Financial Officer

Trellus Partners, L.P.

By: /s/ Anthony G. Miller  
Name: Anthony G. Miller  
Title: Chief Financial Officer of Trellus  
Company, LLC, as the General Partner

Trellus Partners, L.P. II

By: /s/ Anthony G. Miller  
Name: Anthony G. Miller  
Title: Chief Financial Officer of Trellus  
Company, LLC, as the General Partner

Trellus Offshore Fund Limited

By: /s/ Anthony G. Miller  
Name: Anthony G. Miller  
Title: Chief Financial Officer of Trellus  
Management Company, LLC, as the Investment Adviser

Date: February 16, 2009