Sirgo Mark A Form 5 February 14, 2007

FORM 5

#### **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Sirgo Mark A Symbol **BIODELIVERY SCIENCES** (Check all applicable) INTERNATIONAL INC [BDSI] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) \_X\_ Director 10% Owner \_X\_\_ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2006 President and CEO 2501 AERIAL CENTER PARKWAY, Â SUITE 206 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) RALEIGH. NCÂ 27560 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â 20,300 D Stock Persons who respond to the collection of information SEC 2270 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)

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

the form displays a currently valid OMB control number.

**OMB APPROVAL** 

#### Edgar Filing: Sirgo Mark A - Form 5

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Option	\$ 2.05	07/26/2006	Â	A	20,000	Â	07/27/2006	07/27/2016	Common Stock	20,0
Option	\$ 2.94	07/28/2006	Â	A	2,976	Â	07/28/2006	07/28/2015	Common Stock	2,9
Option	\$ 3.4	10/21/2006	Â	A	1,716	Â	10/21/2006	10/21/2014	Common Stock	1,7
Option	\$ 3.03	12/01/2006	Â	A	16,333	Â	12/01/2006	12/01/2015	Common Stock	16,3
Series A Preferred	\$ 4.25 <u>(1)</u>	Â	Â	Â	Â	Â	(1)	(3)	Common Stock	797,4

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Sirgo Mark A 2501 AERIAL CENTER PARKWAY SUITE 206 RALEIGH, NC 27560	ÂX	Â	President and CEO	Â			

## **Signatures**

/s/ Mark A.
Sirgo

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Series A Preferred will be convertible into shares of the Company's common stock (the "Common Stock") on a one for one basis.

The Series A Preferred is eligible for conversion upon the earlier to occur of: (i) FDA approval of Arius' first proposed product (ii) 30 days notice to the Company of a Conversion Event (hereinafter defined) or (iii) five years from the closing date of the Transaction. The term "Conversion Event" is defined in the Certificate of Designations of the Series A Preferred to mean the failure of the Company to

- (1) days notice to the Company of a Conversion Event (hereinater defined) of (hi) five years from the closing date of the Transaction. The term "Conversion Event" is defined in the Certificate of Designations of the Series A Preferred to mean the failure of the Company to provide at least \$3,000,000 to Arius as required to: (i) pay Atrix Laboratories, Inc. (Atrix) \$1,000,000 by August as pursuant to the terms of the license agreement between Arius and Atrix and (ii) fund, in a total amount of no less than \$2,000,000 the operations of Arius.
- (2) Grant of stock options
- (3) Not applicable

Reporting Owners 2

### Edgar Filing: Sirgo Mark A - Form 5

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.