

DUSA PHARMACEUTICALS INC  
Form SC 13G/A  
February 01, 2013

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No.)\*

DUSA  
Pharmaceuticals,  
Inc.  
(Name of Issuer)

Common Stock,  
no par value per  
share  
(Title of Class of  
Securities)

266898105  
(CUSIP Number)

December 31,  
2012  
(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)

(Page 1 of 9  
Pages)

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\*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).

1	NAME OF REPORTING PERSON
2	Phaeton International (BVI) Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) S OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	British Virgin Islands
5	SOLE VOTING POWER
6	SHARED VOTING POWER
7	0 SOLE DISPOSITIVE POWER
8	SHARED DISPOSITIVE POWER
9	0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	0
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	0%
	TYPE OF
12	REPORTING
	PERSON
	CO

1	NAME OF REPORTING PERSON
2	Phoenix Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) S OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	New York
5	SOLE VOTING POWER
6	SHARED VOTING POWER
7	0 SOLE DISPOSITIVE POWER
8	SHARED DISPOSITIVE POWER
9	0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	0

11

CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

12

0%  
TYPE OF  
REPORTING  
PERSON

PN

1	NAME OF REPORTING PERSON
2	Morgens, Waterfall, Vintiadis & Co., Inc. CHECK THE APPROPRIATE BOX IF A MEMBER (b) S OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	New York SOLE VOTING POWER
5	SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7	0 SOLE DISPOSITIVE POWER
8	SHARED DISPOSITIVE POWER
9	0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	0
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	0%
	TYPE OF
	REPORTING
12	PERSON
	IA



1	NAME OF REPORTING PERSON
2	Edwin H. Morgens CHECK THE APPROPRIATE BOX IF A MEMBER (b) S OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	SHARED VOTING POWER
7	0 SOLE DISPOSITIVE POWER
8	SHARED DISPOSITIVE POWER
9	0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	0
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	0%
	TYPE OF
	REPORTING
12	PERSON
	IN

Item 1(a). NAME OF ISSUER

DUSA Pharmaceuticals, Inc. (the "Company")

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

25 Upton Drive, Wilmington, MA 01887

Item 2(a). NAME OF PERSON FILING

This Schedule 13G/A is filed jointly by (a) Phaeton International (BVI) Ltd. ("Phaeton"), (b) Phoenix Partners, L.P. ("Phoenix"), (c) Morgens, Waterfall, Vintiadis & Company, Inc. ("Morgens Waterfall") and (d) Edwin H. Morgens ("Morgens" and together with the persons listed in (a) through (d), the "Reporting Persons").

Phaeton and Phoenix are hereinafter sometimes collectively referred to as the "Advisory Clients".

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The business address of each of the Reporting Persons is 600 Fifth Avenue, 27th Floor, New York NY 10020.

Item 2(c). CITIZENSHIP

Phoenix is a limited partnership organized under the laws of the State of New York. Phaeton is an exempted company organized in British Virgin Islands. Morgens Waterfall is a corporation organized under the laws of the State of New York. Morgens is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, no par value per share ("Common Stock")

Item 2(e). CUSIP NUMBER

266898105

Item IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER  
3. THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);  
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);  
A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please

specify the type of institution: \_\_\_\_\_

Item OWNERSHIP  
4.

The information required by Items 4(a) – (c) is set forth in Rows 5-11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

Item OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS  
5.

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 5 percent of the class of securities, check the following S

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 OR CONTROL PERSON

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

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its 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.

SIGNATURES

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

DATE: February 1, 2013

/s/ Edwin H. Morgens

Name: Edwin H. Morgens,  
as attorney-in-fact for the Reporting Persons