

ELITE PHARMACEUTICALS INC /DE/
Form SC 13G/A
July 07, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A
(Rule 13d-102)

Amendment No. 3

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER THE
SECURITIES EXCHANGE ACT OF 1934

ELITE PHARMACEUTICALS, INC.
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

28659T200
(CUSIP Number)

June 16, 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 (the "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)

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Partners

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER
SHARES 0
BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY Warrants exercisable into 191,925 Common Shares
EACH (7) SOLE DISPOSITIVE POWER
REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 191,925 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 191,925 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.30%

(12) TYPE OF REPORTING PERSON
PN

Schedule 13G/A
CUSIP No. 28659T200

PAGE 3 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Institutional Partners, L.P.

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

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	(5)	SOLE VOTING POWER	
SHARES			0
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY		Warrants exercisable into 347,826 Common Shares	
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
		Warrants exercisable into 347,826 Common Shares	

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 347,826 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.54%

(12) TYPE OF REPORTING PERSON
PN

Schedule 13G/A
CUSIP No. 28659T200

PAGE 4 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
M. H. Davidson & Co.

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

(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF	(5)	SOLE VOTING POWER	
SHARES			0
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY		Warrants exercisable into 24,845 Common Shares	
EACH	(7)	SOLE DISPOSITIVE POWER	

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0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 24,845 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Warrants exercisable into 24,845 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.04%

(12) TYPE OF REPORTING PERSON
PN

Schedule 13G/A
CUSIP No. 28659T200

PAGE 5 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner International, Ltd.

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
British Virgin Islands

NUMBER OF (5) SOLE VOTING POWER
0

SHARES BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 625,466 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 625,466 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Warrants exercisable into 625,466 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []

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(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

0.97%

(12) TYPE OF REPORTING PERSON
CO

Schedule 13G/A
CUSIP No. 28659T200

PAGE 6 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Healthcare Fund LP

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

(a) []
(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY Warrants exercisable into 1,521,118 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 1,521,118 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 1,521,118 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
2.35%

(12) TYPE OF REPORTING PERSON
PN

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Schedule 13G/A
CUSIP No. 28659T200

PAGE 7 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Healthcare International Ltd.

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY Warrants exercisable into 2,237,267 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
REPORTING PERSON WITH 0

(8) SHARED DISPOSITIVE POWER
Warrants exercisable into 2,237,267 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 2,237,267 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.45%

(12) TYPE OF REPORTING PERSON
CO

Schedule 13G/A
CUSIP No. 28659T200

PAGE 8 OF 45

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

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MHD Management Co.

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF (5) SOLE VOTING POWER
SHARES 0
BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY Warrants exercisable into 191,925 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0
PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 191,925 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
Warrants exercisable into 191,925 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.30%

(12) TYPE OF REPORTING PERSON
PN

Schedule 13G/A
CUSIP No. 28659T200

PAGE 9 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner Advisers Inc.

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
New York

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NUMBER OF (5) SOLE VOTING POWER
0

SHARES
BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 347,826 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING
PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 347,826 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 347,826 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.54%

(12) TYPE OF REPORTING PERSON
IA

Schedule 13G/A
CUSIP No. 28659T200

PAGE 10 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Davidson Kempner International Advisors, L.L.C.

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
0

SHARES
BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 625,466 Common Shares

OWNED BY

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING

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PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 625,466 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 625,466 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
0.97%

(12) TYPE OF REPORTING PERSON
OO

Schedule 13G/A
CUSIP No. 28659T200

PAGE 11 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DK Group LLC

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY Warrants exercisable into 1,521,118 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH Warrants exercisable into 1,521,118 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 1,521,118 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED

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BY AMOUNT IN ROW (9)
2.35%

(12) TYPE OF REPORTING PERSON
OO

Schedule 13G/A
CUSIP No. 28659T200

PAGE 12 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DK Management Partners LP

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY Warrants exercisable into 2,237,267 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING (8) SHARED DISPOSITIVE POWER
PERSON WITH Warrants exercisable into 2,237,267 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 2,237,267 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.45%

(12) TYPE OF REPORTING PERSON
PN

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Schedule 13G/A
CUSIP No. 28659T200

PAGE 13 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
DK Stillwater GP LLC

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	(5)	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY		Warrants exercisable into 2,237,267 Common Shares	
EACH	(7)	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
		Warrants exercisable into 2,237,267 Common Shares	

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 2,237,267 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
3.45%

(12) TYPE OF REPORTING PERSON
OO

Schedule 13G/A
CUSIP No. 28659T200

PAGE 14 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thomas L. Kempner, Jr.

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

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(b) [X]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0

SHARES BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 4,948,447 Common Shares

OWNED BY EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99%(1)

(12) TYPE OF REPORTING PERSON
IN

(1) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 15 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Marvin H. Davidson

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

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NUMBER OF (5) SOLE VOTING POWER
0

SHARES
BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 4,948,447 Common Shares

OWNED BY
EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING
PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99%(2)

(12) TYPE OF REPORTING PERSON
IN

(2) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 16 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Stephen M. Dowicz

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0

SHARES
BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 4,948,447 Common Shares

OWNED BY
EACH (7) SOLE DISPOSITIVE POWER
0

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REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99% (3)

(12) TYPE OF REPORTING PERSON
IN

(3) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 17 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Scott E. Davidson

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY Warrants exercisable into 4,948,447 Common Shares

EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

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(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99%(4)

(12) TYPE OF REPORTING PERSON
IN

(4) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 18 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Michael J. Leffell

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF	(5)	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	(6)	SHARED VOTING POWER	Warrants exercisable into 4,948,447 Common Shares
OWNED BY			
EACH	(7)	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99%(5)

(12) TYPE OF REPORTING PERSON

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IN

(5) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 19 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Timothy I. Levart

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF	(5)	SOLE VOTING POWER	0
SHARES			
BENEFICIALLY	(6)	SHARED VOTING POWER	Warrants exercisable into 4,948,447 Common Shares
OWNED BY			
EACH	(7)	SOLE DISPOSITIVE POWER	0
REPORTING			
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99%(6)

(12) TYPE OF REPORTING PERSON
IN

(6) Subject to the Ownership Limitation (as defined herein).

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Schedule 13G/A
CUSIP No. 28659T200

PAGE 20 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Robert J. Brivio, Jr.

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF	(5)	SOLE VOTING POWER	
SHARES			0
BENEFICIALLY	(6)	SHARED VOTING POWER	
OWNED BY			Warrants exercisable into 4,948,447 Common Shares
EACH	(7)	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON WITH	(8)	SHARED DISPOSITIVE POWER	
			Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99% (7)

(12) TYPE OF REPORTING PERSON
IN

(7) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 21 OF 45

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(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Eric P. Epstein

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
SHARES 0
BENEFICIALLY (6) SHARED VOTING POWER
OWNED BY Warrants exercisable into 4,948,447 Common Shares
EACH (7) SOLE DISPOSITIVE POWER
REPORTING 0
PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99%(8)

(12) TYPE OF REPORTING PERSON
IN

(8) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 22 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Anthony A. Yoseloff

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

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0

SHARES BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 4,948,447 Common Shares

OWNED BY EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99% (9)

(12) TYPE OF REPORTING PERSON
IN

(9) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 23 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Avram Z. Friedman

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0

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SHARES
BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 4,948,447 Common Shares

OWNED BY
EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING
PERSON WITH (8) SHARED DISPOSITIVE POWER
Warrants exercisable into 4,948,447 Common Shares

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []

(11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99% (10)

(12) TYPE OF REPORTING PERSON
IN

(10) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 24 OF 45

(1) NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Conor Bastable

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

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF (5) SOLE VOTING POWER
0

SHARES
BENEFICIALLY (6) SHARED VOTING POWER
Warrants exercisable into 4,948,447 Common Shares

OWNED BY
EACH (7) SOLE DISPOSITIVE POWER
0

REPORTING
PERSON WITH (8) SHARED DISPOSITIVE POWER

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Warrants exercisable into 4,948,447 Common Shares

-
- (9) AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON
Warrants exercisable into 4,948,447 Common Shares
-
- (10) CHECK BOX IF THE AGGREGATE AMOUNT
IN ROW (9) EXCLUDES CERTAIN SHARES []
-
- (11) PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
4.99%(11)
-
- (12) TYPE OF REPORTING PERSON
IN
-

(11) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 25 OF 45

-
- ITEM 1(a). NAME OF ISSUER:
Elite Pharmaceuticals, Inc. (the "Company")
- ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
165 Ludlow Avenue
Northvale, NJ 07647
- ITEM 2(a). NAME OF PERSON FILING:

This Statement is filed by each of the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Davidson Kempner Partners, a New York limited partnership ("DKP");
- (ii) Davidson Kempner Institutional Partners, L.P., a Delaware limited partnership ("DKIP");
- (iii) M. H. Davidson & Co., a New York limited partnership ("CO");
- (iv) Davidson Kempner International, Ltd., a British Virgin Islands corporation ("DKIL");
- (v) Davidson Kempner Healthcare Fund LP, a Delaware limited partnership ("DKHF");
- (vi) Davidson Kempner Healthcare International Ltd., a Cayman

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- Islands corporation ("DKHI");
- (vii) MHD Management Co., a New York limited partnership and the general partner of DKP ("MHD");
 - (viii) Davidson Kempner Advisers Inc., a New York corporation and the general partner of DKIP ("DKAI"), which is registered as an investment adviser with the U.S. Securities and Exchange Commission;
 - (ix) Davidson Kempner International Advisors, L.L.C., a Delaware limited liability company and the manager of DKIL ("DKIA");
 - (x) DK Group LLC, a Delaware limited liability company and the general partner of DKHF ("DKG");
 - (xi) DK Management Partners LP, a Delaware limited partnership and the investment manager of DKHI ("DKMP");

Schedule 13G/A
CUSIP No. 28659T200

PAGE 26 OF 45

- (xii) DK Stillwater GP LLC, a Delaware limited liability company and the general partner of DKMP ("DKS"); and
- (xiii) Messrs. Thomas L. Kempner, Jr., Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Timothy I. Levart, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman and Conor Bastable (collectively, the "Principals"), who are the general partners of CO and MHD, the sole managing members of DKIA and DKG and the sole stockholders of DKAI. Messrs. Thomas L. Kempner, Jr. and Timothy I. Levart are Executive Managing Member and Deputy Executive Managing Member, respectively, of DKS. Each of Messrs. Kempner and Levart, together with Messrs. Marvin H. Davidson, Stephen M. Dowicz, Scott E. Davidson, Michael J. Leffell, Robert J. Brivio, Jr., Anthony A. Yoseloff, Eric P. Epstein, Avram Z. Friedman and Conor Bastable are limited partners of DKMP.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal business office of each of the Reporting Persons is c/o Davidson Kempner Partners, 65 East 55th Street, 19th Floor, New York, New York 10022.

ITEM 2(c). CITIZENSHIP:

- (i) DKP - a New York limited partnership
- (ii) DKIP - a Delaware limited partnership
- (iii) CO - a New York limited partnership
- (iv) DKIL - a British Virgin Islands corporation

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- (v) DKHF - a Delaware limited partnership
- (vi) DKHI - a Cayman Islands corporation
- (vii) MHD - a New York limited partnership
- (viii) DKAI - a New York corporation
- (ix) DKIA - a Delaware limited liability company
- (x) DKG - a Delaware limited liability company
- (xi) DKMP - a Delaware limited partnership
- (xii) DKS - a Delaware limited liability company
- (xiii) Thomas L. Kempner, Jr. - United States

Schedule 13G/A
CUSIP No. 28659T200

PAGE 27 OF 45

- (xiv) Marvin H. Davidson - United States
- (xv) Stephen M. Dowicz - United States
- (xvi) Scott E. Davidson - United States
- (xvii) Michael J. Leffell - United States
- (xviii) Timothy I. Levart - United Kingdom & United States
- (xix) Robert J. Brivio, Jr. - United States
- (xx) Eric P. Epstein - United States
- (xxi) Anthony A. Yoseloff - United States
- (xxii) Avram Z. Friedman - United States
- (xxiii) Conor Bastable - United States

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

ITEM 2(e). CUSIP NUMBER:

28659T200

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c),
CHECK WHETHER 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;

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- (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) [] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940:
see Rule 13d-1(b)(1)(ii)(E);
- (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see
Rule 13d-1(b)(1)(ii)(F);
- (g) [] Parent Holding Company, in accordance with
Rule 13d-1(b)(ii)(G);
- (h) [] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;

Schedule 13G/A
CUSIP No. 28659T200

PAGE 28 OF 45

- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) [] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

Subject to the Ownership Limitation (as defined below), the Principals may be deemed to beneficially own Warrants exercisable into 4,948,447 Common Shares as a result of their voting and dispositive power over the Warrants exercisable into 4,948,447 Common Shares beneficially owned by DKP, DKIP, DKIL, CO, DKHF and DKHI.

DKIA may be deemed to beneficially own Warrants exercisable into 625,466 Common Shares beneficially owned by DKIL as a result of its voting and dispositive power over those shares. DKAI may be deemed to beneficially own Warrants exercisable into 347,826 Common Shares beneficially owned by DKIP as a result of its voting and dispositive power over those shares. MHD may be deemed to beneficially own Warrants exercisable into 191,925 Common Shares beneficially owned by DKP as a result of its voting and dispositive power over those shares. DKG may be deemed to beneficially own Warrants exercisable into 1,521,118 Common Shares beneficially owned by DKHF as a result of its voting and dispositive power over those shares. DKMP and DKS may be deemed to beneficially own Warrants exercisable into 2,237,267 Common Shares beneficially owned by DKHI as a result of their voting and dispositive power over those shares.

As set forth in each Common Stock Purchase Warrant held by the Reporting Persons, the number of Common Shares into which the Warrants are exercisable is limited to that number of Common Shares which would result in the Reporting Persons having aggregate beneficial ownership of not more than 4.99% of the total issued and outstanding shares of Common Shares (the "Ownership Limitation").

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A. DKP

- (a) Amount beneficially owned: Warrants exercisable into 191,925 Common Shares
- (b) Percent of class: 0.30%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants exercisable into 191,925 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 191,925 Common Shares

Schedule 13G/A
CUSIP No. 28659T200

PAGE 29 OF 45

B. DKIP

- (a) Amount beneficially owned: Warrants exercisable into 347,826 Common Shares
- (b) Percent of class: 0.54%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants exercisable into 347,826 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 347,826 Common Shares

C. CO

- (a) Amount beneficially owned: Warrants exercisable into 24,845 Common Shares
- (b) Percent of class: 0.04%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants exercisable into 24,845 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0

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- (iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 24,845 Common Shares

D. DKIL

- (a) Amount beneficially owned: Warrants exercisable into 625,466
Common Shares
- (b) Percent of class: 0.97%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants
exercisable into 625,466 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0

Schedule 13G/A
CUSIP No. 28659T200

PAGE 30 OF 45

- (iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 625,466 Common Shares

E. DKHF

- (a) Amount beneficially owned: Warrants exercisable into 1,521,118
Common Shares
- (b) Percent of class: 2.35%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants
exercisable into 1,521,118 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 1,521,118 Common Shares

F. DKHI

- (a) Amount beneficially owned: Warrants exercisable into 2,237,267
Common Shares
- (b) Percent of class: 3.45%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants

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exercisable into 2,237,267 Common Shares

Schedule 13G/A
CUSIP No. 28659T200

PAGE 31 OF 45

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 2,237,267 Common Shares

G. MHD

(a) Amount beneficially owned: Warrants exercisable into 191,925
Common Shares

(b) Percent of class: 0.30%

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants
exercisable into 191,925 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: Warrants
exercisable into 191,925 Common Shares

H. DKAI

(a) Amount beneficially owned: Warrants exercisable into 347,826
Common Shares

(b) Percent of class: 0.54%

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants
exercisable into 347,826 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 347,826 Common Shares

I. DKIA

(a) Amount beneficially owned: Warrants exercisable into 625,466
Common Shares

(b) Percent of class: 0.97%

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

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- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: Warrants exercisable into 625,466 Common Shares

Schedule 13G/A
CUSIP No. 28659T200

PAGE 32 OF 45

- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 625,466 Common Shares

J. DKG

- (a) Amount beneficially owned: Warrants exercisable into 1,521,118 Common Shares
- (b) Percent of class: 2.35%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants exercisable into 1,521,118 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 1,521,118 Common Shares

K. DKMP

- (a) Amount beneficially owned: Warrants exercisable into 2,237,267 Common Shares
- (b) Percent of class: 3.45%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants exercisable into 2,237,267 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 2,237,267 Common Shares

L. DKS

- (a) Amount beneficially owned: Warrants exercisable into 2,237,267 Common Shares
- (b) Percent of class: 3.45%

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

(i) sole power to vote or to direct the vote: 0

Schedule 13G/A
CUSIP No. 28659T200

PAGE 33 OF 45

(ii) shared power to vote or to direct the vote: Warrants exercisable into 2,237,267 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: Warrants exercisable into 2,237,267 Common Shares

M. Thomas L. Kempner, Jr.

(a) Amount beneficially owned: Warrants exercisable into 4,948,447 Common Shares

(b) Percent of class: 4.99%(12)

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants exercisable into 4,948,447 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: Warrants exercisable into 4,948,447 Common Shares

N. Marvin H. Davidson

(a) Amount beneficially owned: Warrants exercisable into 4,948,447 Common Shares

(b) Percent of class: 4.99%(13)

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants exercisable into 4,948,447 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition: Warrants exercisable into 4,948,447 Common Shares

O. Stephen M. Dowicz

(a) Amount beneficially owned: Warrants exercisable into 4,948,447

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Common Shares

(12) Subject to the Ownership Limitation (as defined herein).

(13) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 34 OF 45

(b) Percent of class: 4.99%(14)

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants
exercisable into 4,948,447 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 4,948,447 Common Shares

P. Scott E. Davidson

(a) Amount beneficially owned: Warrants exercisable into 4,948,447
Common Shares

(b) Percent of class: 4.99%(15)

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants
exercisable into 4,948,447 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 4,948,447 Common Shares

Q. Michael J. Leffell

(a) Amount beneficially owned: Warrants exercisable into 4,948,447
Common Shares

(b) Percent of class: 4.99%(16)

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants

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exercisable into 4,948,447 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(14) Subject to the Ownership Limitation (as defined herein).

(15) Subject to the Ownership Limitation (as defined herein).

(16) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 35 OF 45

(iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 4,948,447 Common Shares

R. Timothy I. Levart

(a) Amount beneficially owned: Warrants exercisable into 4,948,447
Common Shares

(b) Percent of class: 4.99%(17)

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants
exercisable into 4,948,447 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 4,948,447 Common Shares

S. Robert J. Brivio, Jr.

(a) Amount beneficially owned: Warrants exercisable into 4,948,447
Common Shares

(b) Percent of class: 4.99%(18)

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

(i) sole power to vote or to direct the vote: 0

(ii) shared power to vote or to direct the vote: Warrants
exercisable into 4,948,447 Common Shares

(iii) sole power to dispose or to direct the disposition: 0

(iv) shared power to dispose or to direct the disposition:
Warrants exercisable into 4,948,447 Common Shares

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T. Eric P. Epstein

- (a) Amount beneficially owned: Warrants exercisable into 4,948,447 Common Shares
- (b) Percent of class: 4.99%(19)
- (c) Number of shares as to which such person has:

- (17) Subject to the Ownership Limitation (as defined herein).
- (18) Subject to the Ownership Limitation (as defined herein).
- (19) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 36 OF 45

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: Warrants exercisable into 4,948,447 Common Shares
- (iii) sole power to dispose or to direct the disposition: 0
- (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 4,948,447 Common Shares

U. Anthony A. Yoseloff

- (a) Amount beneficially owned: Warrants exercisable into 4,948,447 Common Shares
- (b) Percent of class: 4.99%(20)
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants exercisable into 4,948,447 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 4,948,447 Common Shares

V. Avram Z. Friedman

- (a) Amount beneficially owned: Warrants exercisable into 4,948,447 Common Shares
- (b) Percent of class: 4.99%(21)

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- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants exercisable into 4,948,447 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 4,948,447 Common Shares

(20) Subject to the Ownership Limitation (as defined herein).

(21) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 37 OF 45

W. Conor Bastable

- (a) Amount beneficially owned: Warrants exercisable into 4,948,447 Common Shares
- (b) Percent of class: 4.99%(22)
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 0
 - (ii) shared power to vote or to direct the vote: Warrants exercisable into 4,948,447 Common Shares
 - (iii) sole power to dispose or to direct the disposition: 0
 - (iv) shared power to dispose or to direct the disposition: Warrants exercisable into 4,948,447 Common Shares

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

If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

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.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 4.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

(22) Subject to the Ownership Limitation (as defined herein).

Schedule 13G/A
CUSIP No. 28659T200

PAGE 38 OF 45

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

Each of the Reporting Persons hereby makes the following certification:

By signing below we certify that, to the best of our 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.

Schedule 13G
CUSIP No. 682406103

PAGE 39 OF 45

SIGNATURES

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

DATED: July 7, 2009

DAVIDSON KEMPNER PARTNERS
By: MHD Management Co.,
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL
PARTNERS, L.P.
By: Davidson Kempner Advisers Inc.,
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: President

M.H. DAVIDSON & CO.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL,
LTD.
By: Davidson Kempner International Advisors,
L.L.C.,
its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

Schedule 13G
CUSIP No. 682406103

PAGE 40 OF 45

DAVIDSON KEMPNER HEALTHCARE
FUND LP
By: DK Group LLC,
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE
INTERNATIONAL LTD.
By: DK Management Partners LP,
its Investment Manager
By: DK Stillwater GP LLC, its general
partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

MHD MANAGEMENT CO.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/S/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: President

DAVIDSON KEMPNER INTERNATIONAL
ADVISORS, L.L.C.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK GROUP LLC

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

Schedule 13G
CUSIP No. 682406103

PAGE 41 OF 45

DK MANAGEMENT PARTNERS LP
By: DK Stillwater GP LLC, its general
partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK STILLWATER GP LLC

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr.

/s/ Marvin H. Davidson

Marvin H. Davidson

/s/ Stephen M. Dowicz

Stephen M. Dowicz

/s/ Scott E. Davidson

Scott E. Davidson

/s/ Michael J. Leffell

Michael J. Leffell

/s/ TIMOTHY I. LEVART
Timothy I. Levart

/s/ Robert J. Brivio, Jr.

Robert J. Brivio, Jr.

/s/ Eric P. Epstein

Eric P. Epstein

/s/ Anthony A. Yoseloff

Anthony A. Yoseloff

/s/ Avram Z. Friedman

Avram Z. Friedman

/s/ Conor Bastable

Conor Bastable

Schedule 13G
CUSIP No. 682406103

PAGE 42 OF 45

EXHIBIT 1

JOINT ACQUISITION STATEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: July 7, 2009

DAVIDSON KEMPNER PARTNERS
By: MHD Management Co.,
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER INSTITUTIONAL
PARTNERS, L.P.
By: Davidson Kempner Advisers Inc.,

its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: President

M.H. DAVIDSON & CO.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER INTERNATIONAL, LTD.
By: Davidson Kempner International Advisors,
L.L.C.,
its Investment Manager

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

Schedule 13G
CUSIP No. 682406103

PAGE 43 OF 45

DAVIDSON KEMPNER HEALTHCARE
FUND LP
By: DK Group LLC,
its General Partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DAVIDSON KEMPNER HEALTHCARE
INTERNATIONAL LTD.
By: DK Management Partners LP,
its Investment Manager
By: DK Stillwater GP LLC, its general
partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

MHD MANAGEMENT CO.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Managing Partner

DAVIDSON KEMPNER ADVISERS INC.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: President

DAVIDSON KEMPNER INTERNATIONAL
ADVISORS, L.L.C.

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

Schedule 13G
CUSIP No. 682406103

PAGE 44 OF 45

DK GROUP LLC

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK MANAGEMENT PARTNERS LP
By: DK Stillwater GP LLC, its general
partner

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

DK STILLWATER GP LLC

/s/ Thomas L. Kempner, Jr.

Name: Thomas L. Kempner, Jr.
Title: Executive Managing Member

/s/ Thomas L. Kempner, Jr.

Thomas L. Kempner, Jr.

/s/ Marvin H. Davidson

Marvin H. Davidson

/s/ Stephen M. Dowicz

Stephen M. Dowicz

/s/ Scott E. Davidson

Scott E. Davidson

/s/ Michael J. Leffell

Michael J. Leffell

/s/ Timothy I. Levart

Timothy I. Levart

/s/ ROBERT J. BRIVIO, JR.

Robert J. Brivio, Jr.

/s/ Eric P. Epstein

Eric P. Epstein

/s/ Anthony A. Yoseloff

Anthony A. Yoseloff

/s/ Avram Z. Friedman

Avram Z. Friedman

Schedule 13G
CUSIP No. 682406103

PAGE 45 OF 45

/s/ Conor Bastable

Conor Bastable