

SOPHIRIS BIO INC.
Form SC 13G/A
February 16, 2016

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

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

SOPHIRIS BIO INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

83578Q100

(CUSIP Number)

December 31, 2015

(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 (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 Note

CUSIP No. 83578Q100

1 Name of reporting persons.

Boxer Capital, LLC

2 Check the appropriate box if a member of a group. (See instructions)

(a) (b)

3 SEC use only.

4 Citizenship or place of organization.

Delaware

5 Sole voting power.

NUMBER OF

SHARES -0-

6 Shared voting power.

BENEFICIALLY

OWNED BY 992,100

EACH 7 Sole dispositive power.

REPORTING

PERSON -0-

8 Shared dispositive power.

WITH:

992,100

9 Aggregate amount beneficially owned by each reporting person.

992,100

10 Check box if the aggregate amount in row (9) excludes certain shares (see instructions).

..

11 Percent of class represented by amount in row (9).

5.9%*

12 Type of reporting person

OO

* Based on 16,844,736 Common Shares reported to be outstanding as of November 12, 2015 on the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 16, 2015.

CUSIP No. 83578Q100

1 Name of reporting persons.

Boxer Asset Management Inc.

2 Check the appropriate box if a member of a group. (See instructions)

(a) (b)

3 SEC use only.

4 Citizenship or place of organization.

Bahamas

5 Sole voting power.

NUMBER OF

SHARES

-0-
6 Shared voting power.

BENEFICIALLY

OWNED BY

EACH

992,100
7 Sole dispositive power.

REPORTING

PERSON

-0-
8 Shared dispositive power.

WITH:

992,100

9 Aggregate amount beneficially owned by each reporting person.

992,100

10 Check box if the aggregate amount in row (9) excludes certain shares (see instructions).

..

11 Percent of class represented by amount in row (9).

5.9%*

12 Type of reporting person

CO

* Based on 16,844,736 Common Shares reported to be outstanding as of November 12, 2015 on the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 16, 2015.

CUSIP No. 83578Q100

1 Name of reporting persons.

MVA Investors, LLC

2 Check the appropriate box if a member of a group. (See instructions)

(a) (b)

3 SEC use only.

4 Citizenship or place of organization.

Delaware

5 Sole voting power.

NUMBER OF

SHARES -0-

6 Shared voting power.

BENEFICIALLY

OWNED BY -0-

EACH 7 Sole dispositive power.

REPORTING

PERSON -0-

8 Shared dispositive power.

WITH:

-0-

9 Aggregate amount beneficially owned by each reporting person.

-0-

10 Check box if the aggregate amount in row (9) excludes certain shares (see instructions).

..

11 Percent of class represented by amount in row (9).

0.0%

12 Type of reporting person

OO

CUSIP No. 83578Q100

1 Name of reporting persons.

Joe Lewis

2 Check the appropriate box if a member of a group. (See instructions)

(a) (b)

3 SEC use only.

4 Citizenship or place of organization.

United Kingdom

5 Sole voting power.

NUMBER OF

SHARES -0-

6 Shared voting power.

BENEFICIALLY

OWNED BY 992,100

EACH 7 Sole dispositive power.

REPORTING

PERSON -0-

8 Shared dispositive power.

WITH:

992,100

9 Aggregate amount beneficially owned by each reporting person.

992,100

10 Check box if the aggregate amount in row (9) excludes certain shares (see instructions).

..

11 Percent of class represented by amount in row (9).

5.9%*

12 Type of reporting person

IN

* Based on 16,844,736 Common Shares reported to be outstanding as of November 12, 2015 on the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 16, 2015.

This Amendment No. 2 (Amendment No. 2) amends and supplements the statement on Schedule 13G initially filed on August 26, 2013 (the Original Filing) by Boxer Capital, LLC (Boxer Capital), Boxer Asset Management Inc. (Boxer Management), MVA Investors, LLC (MVA Investors) and Joe Lewis, as amended by Amendment No. 1 filed on December 17, 2014. The Original Filing, as amended, remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 2. Capitalized terms used and not defined in this Amendment No. 2 have the meanings set forth in the Original Filing, as amended.

Item 4. Ownership.

The information in Item 4 of the Original Filing is hereby amended and restated in its entirety as follows:

(a) Amount beneficially owned:

Boxer Capital, Boxer Management and Joe Lewis beneficially own 992,100 Common Shares.

(b) Percent of class:

The Common Shares beneficially owned by Boxer Capital, Boxer Management and Joe Lewis represent 5.9% of the Issuer's outstanding Common Shares (based on 16,844,736 Common Shares reported to be outstanding as of November 12, 2015 in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 16, 2015).

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

(i) Sole power to vote or direct the vote:

Boxer Capital, Boxer Management and Joe Lewis do not have the sole power to vote or direct the vote of any Common Shares.

(ii) Shared power to vote or to direct the vote:

Boxer Capital, Boxer Management and Joe Lewis have shared power to vote or to direct the vote of the 992,100 Common Shares they beneficially own.

(iii) Sole power to dispose or direct the disposition of:

Boxer Capital, Boxer Management and Joe Lewis do not have the sole power to dispose or direct the disposition of any Common Shares.

(iv) Shared power to dispose or to direct the disposition of:

Boxer Capital, Boxer Management and Joe Lewis have shared power to dispose or to direct the disposition of the 992,100 Common Shares they beneficially own.

Item 5. Ownership of Five Percent or Less of a Class.

MVA Investors no longer owns any Common Shares and has therefore ceased to be the beneficial owner of more than 5 percent of the Common Shares.

Item 10. Certification.

(c) By signing below I certify that, to the best of my 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.

Exhibits

1 Joint Filing Agreement, dated August 26, 2013, among the Reporting Persons (incorporated by reference to Exhibit 1 to the Schedule 13G filed on August 26, 2013).

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, 2016

BOXER CAPITAL, LLC

By: /s/ Aaron I. Davis
Name: Aaron I. Davis
Title: Authorized Signatory

BOXER ASSET MANAGEMENT INC.

By: /s/ Jefferson R. Voss
Name: Jefferson R. Voss
Title: Authorized Signatory

MVA INVESTORS, LLC

By: /s/ Aaron I. Davis
Name: Aaron I. Davis
Title: Authorized Signatory

JOSEPH C. LEWIS

By: /s/ Joseph C. Lewis
Joseph C. Lewis, Individually