

KINGSLEY ALFRED D
Form SC 13D/A
August 28, 2009

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

—————
SCHEDULE 13D

Under the Securities Exchange Act of 1934

—————
(Amendment No. 24)

BIOTIME INC.

(Name of Issuer)

Common Shares, no par value
(Title of class of securities)

09066L105
(CUSIP number)

Alfred D. Kingsley
Greenway Partners, L.P.
150 E. 57th Street
New York, New York 10022

(212) 355-6800

(Name, address and telephone number of person authorized to receive notices and communications)

August 20, 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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: When filing this statement in paper format, six copies of this statement, including exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(Continued on following page(s))
(Page 1 of 10 Pages)

CUSIP No. 09066L105

13D

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON: GREENBELT CORP.
 S.S. OR I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON: 13-3791931

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

3 SEC USE ONLY

4 SOURCE OF FUNDS: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): o

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF 7 SOLE VOTING POWER 2,435,617
 SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 0
 OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 2,435,617
 REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 2,435,617

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 7.4%

14 TYPE OF REPORTING PERSON: CO

CUSIP No. 09066L105

13D

Page 3 of 10 Pages

- 1 NAME OF REPORTING PERSON: GREENWAY PARTNERS, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON: 13-3714238
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) x
 (b) o
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC, OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
- NUMBER OF 7 SOLE VOTING POWER: 903,992
 SHARES
- BENEFICIALLY 8 SHARED VOTING POWER: 0
 OWNED BY
- EACH 9 SOLE DISPOSITIVE POWER: 903,992
 REPORTING
- PERSON 10 SHARED DISPOSITIVE POWER: 0
 WITH
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 903,992
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: o
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.7%
- 14 TYPE OF REPORTING PERSON: PN
-

CUSIP No. 09066L105

13D

Page 4 of 10 Pages

- 1 NAME OF REPORTING PERSON: GREENHOUSE PARTNERS, L.P.
 S.S. OR I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON: 13-3793447
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) x
 (b) o
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: WC, AF, OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware
- NUMBER OF 7 SOLE VOTING POWER: 0
 SHARES
- BENEFICIALLY 8 SHARED VOTING POWER: 903,992
 OWNED BY
- EACH 9 SOLE DISPOSITIVE POWER: 0
 REPORTING
- PERSON 10 SHARED DISPOSITIVE POWER: 903,992
 WITH
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 903,992
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: o
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 2.7%
- 14 TYPE OF REPORTING PERSON: PN
-

CUSIP No. 09066L105

13D

Page 5 of 10 Pages

- 1 NAME OF REPORTING PERSON: ALFRED D. KINGSLEY
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON:
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) x
(b) o
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: PF, AF, OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States
- NUMBER OF 7 SOLE VOTING POWER: 7,244,121
SHARES
- BENEFICIALLY 8 SHARED VOTING POWER: 3,339,609
OWNED BY
- EACH 9 SOLE DISPOSITIVE POWER: 7,244,121
REPORTING
- PERSON 10 SHARED DISPOSITIVE POWER: 3,339,609
WITH
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
REPORTING PERSON: 10,596,666
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES: o
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 29.7%
- 14 TYPE OF REPORTING PERSON: IN
-

CUSIP No. 09066L105

13D

Page 6 of 10 Pages

- 1 NAME OF REPORTING PERSON: GARY K. DUBERSTEIN
 S.S. OR I.R.S. IDENTIFICATION NO.
 OF ABOVE PERSON:
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a) x
(b) o
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS: PF, AF, OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS o
 REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States
- NUMBER OF 7 SOLE VOTING POWER: 12,936
 SHARES
- BENEFICIALLY 8 SHARED VOTING POWER: 3,339,609
 OWNED BY
- EACH 9 SOLE DISPOSITIVE POWER: 12,936
 REPORTING
- PERSON 10 SHARED DISPOSITIVE POWER: 3,339,609
 WITH
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY
 REPORTING PERSON: 3,352,545
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES o
 CERTAIN SHARES:
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 10.1%
- 14 TYPE OF REPORTING PERSON: IN
-

This Amendment No. 24 (“Amendment No. 24”) amends and supplements the Statement on Schedule 13D (as amended by Amendment No. 1, dated May 14, 1998, Amendment No. 2, dated August 18, 2000, Amendment No. 3, dated December 8, 2000, Amendment No. 4, dated March 30, 2001, Amendment No. 5, dated August 31, 2001, Amendment No. 6, dated April 1, 2002, Amendment No. 7 dated April 17, 2002, Amendment No. 8 dated May 31, 2002, Amendment No. 9 dated July 3, 2002, Amendment No. 10 dated December 3, 2002, Amendment No. 11 dated April 25, 2003, Amendment No. 12 dated October 2, 2003, Amendment No. 13 dated January 26, 2004, Amendment No. 14 dated February 2, 2004, Amendment No. 15 dated September 12, 2005, Amendment No. 16 dated December 27, 2005, Amendment No. 17, dated May 16, 2006, Amendment No. 18 dated October 18, 2007, Amendment No. 19 dated April 9, 2008, Amendment No. 20 dated November 19, 2008, Amendment No. 21 dated January 7, 2009, Amendment No. 22 dated April 20, 2009, and Amendment No. 23 dated July 2, 2009 (the “Statement”)) relating to the common shares, no par value (the “Shares”), of BioTime Inc., a California corporation (the “Company”), and is filed by and on behalf of Greenbelt Corp. (“Greenbelt”), Greenway Partners, L.P. (“Greenway”), Greenhouse Partners, L.P. (“Greenhouse”), Alfred D. Kingsley and Gary K. Duberstein (collectively, the “Reporting Persons”). Unless otherwise defined herein, all capitalized terms used herein shall have the meanings previously ascribed to them in the previous filing of the Statement.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The information on each Reporting Person’s respective cover sheet and presented in response to Item 5(c) is incorporated by reference herein.

ITEM 4. PURPOSE OF TRANSACTION

(a) The information presented in response to Item 5(c) is incorporated by reference herein.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date of this statement, each of the Reporting Persons beneficially owned the Shares and the percentage of the outstanding Shares of the Company shown their respective cover page, which information is incorporated by reference herein by such Reporting Person. The percentages are based upon information provided by the Company as to the number of shares outstanding as of July 14, 2009, as reported by the Company in its Quarterly Report on Form 10-Q for the three months ended June 30, 2009, plus the number of Shares issued by the Company in exchange for its revolving line of credit notes as disclosed by the Company in a Current Report on Form 8-K.

The Reporting Persons may be deemed to have direct beneficial ownership of Shares as set forth in the following table. In such table, pursuant to Rule 13d-3, (a) the shares issuable upon the exercise of the warrants owned by Greenbelt are deemed outstanding for determining the percentage ownership of Shares by Greenbelt, (b) the shares issuable upon the exercise of the warrants owned by Greenway are deemed outstanding for determining the percentage ownership

of Shares by Greenway, (c) the shares issuable upon the exercise of the options and warrants owned by Mr. Kingsley are deemed outstanding for determining the percentage ownership of Shares by Mr. Kingsley, who is the direct beneficial owner thereof, and (d) the shares issuable upon the exercise of the warrants owned by Mr. Duberstein are deemed outstanding for determining the percentage ownership of Shares by Mr. Duberstein, who is the direct beneficial owner thereof.

| Name | Number of Shares | Approximate Percentage of Outstanding Shares |
|------------|------------------|--|
| Greenbelt | 2,435,617 | 7.4% |
| Greenway | 903,992 | 2.7% |
| Kingsley | 7,244,121 | 20.4% |
| Duberstein | 12,936 | 0.04% |

Greenbelt has direct beneficial ownership of 2,435,617 Shares. Each of Messrs. Kingsley and Duberstein, as executive officers and directors of Greenbelt, may be deemed to beneficially own the Shares that Greenbelt beneficially owns. Each of Messrs. Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenway has direct beneficial ownership of 903,992 Shares. Greenhouse, as the general partner of Greenway, may be deemed to own beneficially (as that term is defined in Rule 13d-3) Shares which Greenway may be deemed to possess direct beneficial ownership. Each of Messrs. Kingsley and Duberstein, through their ability to control Greenhouse, may be deemed to beneficially own Shares which Greenhouse may be deemed to beneficially own.

(b) If Greenbelt were to exercise in full the warrants it owns, which are all presently exercisable, it would have the sole power to vote or direct the vote of 2,435,617 Shares, and the sole power to dispose or direct the disposition of such Shares. Each of Messrs. Kingsley and Duberstein, as executive officers and directors of Greenbelt, may be deemed to share with Greenbelt the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares and to beneficially own the Shares that Greenbelt beneficially owns. Each of Messrs. Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

If Greenway were to exercise in full the warrants it owns, which are all presently exercisable, it would have the sole power to vote or direct the vote of 903,992 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhouse, as the general partner of Greenway, may be deemed to own beneficially (as that term is defined in Rule 13d-3) Shares which Greenway may be deemed to possess direct beneficial ownership. Each of Messrs. Kingsley and Duberstein, through their ability to control Greenhouse, to may be deemed to share with Greenway the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares and to beneficially own the Shares which Greenhouse may be deemed to beneficially own.

If Mr. Kingsley were to exercise in full the warrants he holds, which are all presently exercisable, and the portions of the options he holds that are presently exercisable and that will become exercisable within the next 60 days, he would have the sole power to vote or direct the vote of 7,244,121 Shares and the sole power to dispose or direct the disposition of such Shares.

If Mr. Duberstein were to exercise in full the warrants he holds, which are all presently exercisable, he would have the sole power to vote or direct the vote of 12,936 Shares and the sole power to dispose or direct the disposition of such Shares.

(c) On August 20, 2009, the Company completed an exchange offer to the holders of promissory notes issued under its revolving line of credit agreement. The Company issued the following Shares and stock purchase warrants to Reporting Persons in exchange for their line of credit promissory notes:

| Name | Number of Shares | Number of Warrants | Amount of Notes Exchanged |
|-----------|------------------|--------------------|---------------------------|
| Greenbelt | 57,143 | 3,000 | \$100,000 |
| Greenway | 136,103 | 6,125 | \$204,167 |
| Kingsley | 166,667 | 7,500 | \$250,000 |

The warrants issued in the exchange offer are exercisable at a price of \$2.00 per share, subject to adjustment under the terms of a warrant agreement governing the warrants, and will expire at 5:00 p.m., New York time, on October 31, 2010.

The Company also paid the following amounts of interest to Reporting Persons on the promissory notes tendered in the exchange offer: The Company paid each tendering note holder all interest accrued plus the amount of interest that would have accrued had the note holder held their note to maturity.

| Name | Interest Received |
|-----------|-------------------|
| Greenbelt | \$7,533.33 |
| Greenway | \$15,379.60 |
| Kingsley | \$18,833.33 |

During the 60 days prior to the date of this Statement, Greenbelt Corp. donated 42,000 Shares to certain charitable or non-profit organizations.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares reported in this Statement.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: August 24, 2009

/s/Alfred D. Kingsley
Alfred D. Kingsley

GREENHOUSE
PARTNERS, L.P

By: /s/Alfred D.
Kingsley
Alfred D.
Kingsley,
General Partner

GREENWAY
PARTNERS, L.P.

By: Greenhouse
Partners, L.P.,
its general
partner

By: /s/Alfred D.
Kingsley
Alfred D.
Kingsley,
General Partner

GREENBELT CORP.

By: /s/Alfred D.
Kingsley
Alfred D.
Kingsley,
President

