

PARAGON ASSOCIATES & PARAGON ASSOCIATES II JOINT VENTURE
Form SC 13D/A
April 18, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Dusa Pharmaceuticals, Inc.

(Name of Issuer)

Shares of Common Stock, no par value

(Title of Class of Securities)

266898105

(CUSIP NUMBER)

Paragon Associates and Paragon Associates II Joint Venture

500 Crescent Court, Suite 260

Dallas, Texas 75201

Tel. No.: (214) 871-3700

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

with copies to

Eliot D. Raffkind

Akin, Gump, Strauss, Hauer & Feld, L.L.P.

1700 Pacific Avenue, Suite 4100

Dallas, Texas 75201-4618

(214) 969-2800

April 15, 2011

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 266898105

NAMES OF REPORTING PERSONS

1 Paragon Associates and Paragon Associates II Joint Venture

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4 WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Texas

SOLE VOTING POWER

7

NUMBER OF 1,544,067

SHARED VOTING POWER

8 SHARES BENEFICIALLY OWNED BY

0

SOLE DISPOSITIVE POWER

9 EACH REPORTING

PERSON 1,544,067

WITH SHARED DISPOSITIVE POWER

10

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,544,067

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.4%

14

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 266898105

NAMES OF REPORTING PERSONS

1

Bradbury Dyer III

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 1,544,067

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,544,067

WITH SHARED DISPOSITIVE POWER

10

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,544,067

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

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

6.4%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 to Schedule 13D (this Amendment) is being filed on behalf of (i) Paragon Associates and Paragon Associates II Joint Venture, a joint venture (Paragon JV) formed by Paragon Associates, Ltd., a Texas limited partnership (Paragon) and Paragon Associates II, Ltd., a Texas limited partnership (Paragon II), and (ii) Bradbury Dyer III (Mr. Dyer, and together with Paragon JV, the Reporting Persons) relating to shares of common stock, no par value (the Common Stock) of Dusa Pharmaceuticals, Inc., a New Jersey corporation (the Issuer). This Amendment modifies the original Schedule 13D filed on December 11, 2008 (the Original 13D), which has been previously modified by Amendment No. 1 to the Original 13D on June 29, 2009 and by Amendment No. 2 to the Original 13D on April 8, 2011.

This Amendment relates to Common Stock purchased by Mr. Dyer for the account of Paragon JV on behalf of Paragon and Paragon II. Mr. Dyer, as the authorized agent to Paragon JV, controls the investment decisions of Paragon JV.

Item 3. Source and Amount of Funds

Item 3 of the Original 13D is hereby amended and restated as below:

The net investment cost (including commissions) of the shares of Common Stock purchased by the Reporting Persons is \$2,015,203.31. The source of these funds was the working capital of the Reporting Persons.

Item 5. Interest in Securities of the Issuer

Item 5 of the Original 13D is hereby amended and restated as below:

(a) As of April 18, 2011, Paragon JV, by virtue of carrying out the purposes of Paragon and Paragon II per the joint venture agreement of Paragon JV, a copy of which is herewith filed as Exhibit 2 to the Original 13D and incorporated herein by reference, beneficially owns 1,544,067 shares of Common Stock, which represents 6.4% of the Issuer s outstanding shares of Common Stock. The percentage of ownership of the Reporting Persons, as reported in this Amendment, was calculated by dividing (i) 1,544,067 shares of Common Stock owned by Paragon JV by (ii) 24,239,365 shares of Common Stock outstanding as of March 2, 2011, based upon the Form 10-K filed with the Securities and Exchange Commission on March 3, 2011. Mr. Dyer does not have direct beneficial ownership of the 1,544,067 shares of the Issuer s Common Stock; however, Mr. Dyer, as sole general partner of Paragon I and Paragon II, and as agent for Paragon JV, may be deemed, for purposes of determining beneficial ownership pursuant to Rule 13d-3, to have indirect beneficial ownership of such shares.

(b) Paragon JV has the power to vote and dispose of the 1,544,067 shares of Common Stock it holds; and Mr. Dyer, as the authorized agent of Paragon JV, has the power to vote and dispose of the 1,544,067 shares of Common Stock held by Paragon JV.

(c) Transactions in the Issuer's securities by the Reporting Persons during the last sixty days (excluding the transactions already listed on Amendment No. 2 to the Original 13D) are listed in the table below:

Date	Shares Sold	Price Per Share	Total Amount
4/11/2011	16,500	\$ 5.78	\$ 95,330.21
4/12/2011	49,101	\$ 5.73	\$ 281,456.23
4/12/2011	3,600	\$ 5.73	\$ 20,635.88
4/12/2011	999	\$ 5.73	\$ 5,726.45
4/13/2011	4,200	\$ 5.77	\$ 24,218.83
4/13/2011	11,701	\$ 5.77	\$ 67,472.52
4/13/2011	19,001	\$ 5.77	\$ 109,567.15
4/13/2011	44,500	\$ 5.77	\$ 256,604.30
4/13/2011	6,000	\$ 5.77	\$ 34,598.33
4/13/2011	9,300	\$ 5.77	\$ 53,627.41
4/13/2011	2,500	\$ 5.77	\$ 14,415.97
4/13/2011	15,000	\$ 5.77	\$ 86,495.83
4/13/2011	6,832	\$ 5.77	\$ 39,395.97
4/13/2011	1,700	\$ 5.77	\$ 9,802.86
4/13/2011	300	\$ 5.77	\$ 1,729.91
4/13/2011	2,282	\$ 5.77	\$ 13,158.89
4/13/2011	1,584	\$ 5.77	\$ 9,133.96
4/14/2011	1,917	\$ 5.75	\$ 11,027.32
4/14/2011	7,000	\$ 5.75	\$ 40,266.72
4/14/2011	12,781	\$ 5.75	\$ 73,521.28
4/14/2011	2,500	\$ 5.75	\$ 14,380.97
4/14/2011	12,756	\$ 5.75	\$ 73,377.47
4/15/2011	41,579	\$ 5.90	\$ 245,203.26
4/18/2011	7,700	\$ 5.88	\$ 45,275.12

(d) Not Applicable.

(e) Not Applicable.

SIGNATURES

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

Date: April 18, 2011

PARAGON ASSOCIATES AND PARAGON
ASSOCIATES II JOINT VENTURE

By: /s/ Bradbury Dyer III
Name: Bradbury Dyer III
Title: Authorized Agent

BRADBURY DYERIII

By: /s/ Bradbury Dyer III

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