

Edgar Filing: THERMOGENESIS CORP - Form SC 13G/A

THERMOGENESIS CORP
Form SC 13G/A
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

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

ThermoGenesis Corp.

(Name of Issuer)

Common Stock, \$0.001 Par Value

(Title of Class of Securities)

883623 209

(CUSIP Number)

January 22, 2004

(Date of Event Which Requires Filing 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 Notes).

CUSIP No. 883623 209

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1. NAME OF REPORTING PERSON ATLAS II, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- a
- b

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3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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1. NAME OF REPORTING PERSON PENTAGRAM PARTNERS, L.P.
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 []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

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New York

	5. SOLE VOTING POWER
NUMBER OF SHARES	1,134,425
BENEFICIALLY OWNED	6. SHARED VOTING POWER
BY EACH	0
REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER
	1,134,425
	8. SHARED DISPOSITIVE POWER
	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,134,425

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.9%

12. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 883623 209

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1. NAME OF REPORTING PERSON RICHARD JACINTO, II
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 []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

	5. SOLE VOTING POWER
NUMBER OF SHARES	1,134,425 (1)
BENEFICIALLY OWNED	6. SHARED VOTING POWER

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BY EACH
REPORTING
PERSON WITH

0

7. SOLE DISPOSITIVE POWER

1,134,425(1)

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,134,425(1)

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.9%

12. TYPE OF REPORTING PERSON*

PN

(1) Represents shares held by Atlas II, L.P. and Pentagram Partners, L.P.,
which Richard Jacinto II is the General Partner.

*SEE INSTRUCTION BEFORE FILLING OUT!

SCHEDULE 13G

Item 1. Name and Address of Issuer

(a) THERMOGENESIS CORP.

(b) 2711 Citrus Road
Rancho Cordova, CA 95742

Item 2. Name, Address and Citizenship of Person Filing; Class of
Securities and CUSIP Number

(a) Atlas II, L.P., Pentagram Partners, L.P. and Richard
Jacinto II

(b) Address for Atlas II L.P., Pentagram Partners, L.P. and
Richard Jacinto II:

630 Fifth Avenue, 20th Floor
New York, NY 10111

(c) Atlas II, L.P. and Pentagram Partners, L.P. - New York
Richard Jacinto II - USA

(d) Common Stock

(e) 883623 209

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- Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), 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
 - (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
 - (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
 - (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 ss.240.13d-1(b)(1)(ii)(F)
 - (g) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G) (Note: See Item 7)
 - (h) Group, in accordance with ss.240.13d-1(b)(1)(ii)(H)

Item 4. Ownership

(a) Amount Beneficially Owned: 1,134,425

(b) Percent of Class: 2.9%

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

Atlas II, L.P.

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

Pentagram Partners, L.P.

- (i) sole power to vote or to direct the vote: 1,134,425
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 1,134,425
- (iv) shared power to dispose or to direct the disposition of: 0

Richard Jacinto II

- (i) sole power to vote or to direct the vote: 1,134,425 (1)
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 1,134,425 (1)
- (iv) shared power to dispose or to direct the disposition of: 0

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(1) Consists of shares held by Atlas II, L.P. and Pentagram Partners, L.P.
Richard Jacinto II is the General Partner of Atlas II, L.P. and Pentagram
Partners, L.P. and has sole voting and investment power over the 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 person has ceased to be the
beneficial owner 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

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

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 transactions having that purposes or effect.

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.

Date: January 22, 2004

ATLAS II, L.P.

/s/ Richard Jacinto II

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Richard Jacinto II,
General Partner

Date: January 22, 2004

PENTAGRAM PARTNERS, L.P.

/s/ Richard Jacinto II

Richard Jacinto II,
General Partner

Date: January 22, 2004

/s/ Richard Jacinto II

Richard Jacinto II,
an Individual