

-----BEGIN PRIVACY-ENHANCED MESSAGE----- Proc-Type: 2001,MIC-CLEAR Originator-Name: webmaster@www.sec.gov Originator-Key-Asymmetric: MFgwCgYEVQgBAQICAf8DSgAwRwJAW2sNKK9AVtBzYZmr6aGjlWyK3XmZv3dTINen TWSM7vrzLADbmYQaionwg5sDW3P6oaM5D3tdezXMm7z1T+B+twIDAQAB MIC-Info: RSA-MD5,RSA, LCAnrUo9crdy/pC9cfNcGkrKgNabDO7EhCydA0Vhr74nKEA/xZaMwQRijIE55vOu7sv/aB0fvS3n+ID1h+PykQ== 0000921895-99-000417.txt : 19990625 0000921895-99-000417.hdr.sgml : 19990625 ACCESSION NUMBER: 0000921895-99-000417 CONFORMED SUBMISSION TYPE: 424B3 PUBLIC DOCUMENT COUNT: 1 FILED AS OF DATE: 19990601 FILER: COMPANY DATA: COMPANY CONFORMED NAME: SHEFFIELD PHARMACEUTICALS INC CENTRAL INDEX KEY: 0000894158 STANDARD INDUSTRIAL CLASSIFICATION: PHARMACEUTICAL PREPARATIONS [2834] IRS NUMBER: 133808303 STATE OF INCORPORATION: DE FISCAL YEAR END: 1231 FILING VALUES: FORM TYPE: 424B3 SEC ACT: SEC FILE NUMBER: 033-95732 FILM NUMBER: 99638500 BUSINESS ADDRESS: STREET 1: 425 WOODSMILL RD CITY: ST LOUIS STATE: MO ZIP: 63017 BUSINESS PHONE: 3145799899 MAIL ADDRESS: STREET 1: 425 WOODSMILL RD CITY: ST LOUIS STATE: MO ZIP: 63017 FORMER COMPANY: FORMER CONFORMED NAME: SHEFFIELD MEDICAL TECHNOLOGIES INC DATE OF NAME CHANGE: 19940606
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FORM 424B3

RULE 424(b)(3)
FILE NO. 33-95732
SHEFFIELD PHARMACEUTICALS, INC.

SUPPLEMENT NO. 2 DATED JUNE 1, 1999
TO PROSPECTUS DATED SEPTEMBER 6, 1995

As a result of adjustments in the number of shares issuable upon exercise of warrants held by certain Selling Stockholders in accordance with applicable anti-dilution provisions and the transfer of certain options, the cover page of the Prospectus dated September 6, 1995 (the "Prospectus") and the table of Selling Stockholders in the Selling Stockholders section of the Prospectus are hereby supplemented and amended as follows:

- (a) The cover page of the Prospectus is amended to provide that the total number of shares of Common Stock being offered by Selling Stockholders has been reduced from 5,102,724 shares to 2,007,557 shares.
- (b) The Selling Stockholders table on page 12 of the Prospectus is amended and restated in its entirety as follows:

NAME(1)	Shares Beneficially Owned Prior to Offering(1)(2)		Shares to be Sold in Offering	Shares Beneficially Owned After Offering(3)	
	NUMBER	PERCENT		NUMBER	PERCENT
SMT Investment Partnership	313,189(4)	*	313,189	0	--
The Fort Hill Group, Inc.	30,000(5)	*	30,000	0	--
Global Equities	37,500(6)	*	37,500	0	--
Kerry Nagle	56,682(7)	*	56,682	0	--
Chan Koo Chung	18,894(8)	*	18,894	0	--
Monica Koechin	432,743(9)	1.5%	432,743	0	--
John Casey	23,617(10)	*	23,617	0	--
Lommen Family Trust	15,115(11)	*	15,115	0	--
Kelly Family Trust	13,226(12)	*	13,226	0	--
Larry Peery	5,668(13)	*	5,668	0	--
John P. Boesel	60,559(14)	*	60,554	0	--
George D. Anderson	23,617(15)	*	23,617	0	--
Gabiano, Inc.	15,115(16)	*	15,115	0	--
Schlegel Investment Co.					
Money Investment Plan	18,894(17)	*	18,894	0	--
Keith V. Denner	18,894(18)	*	18,894	0	--
Gloria Iorio	12,092(19)	*	12,092	0	--
Thomas R. Reardon	18,894(20)	*	18,894	0	--
Eugene J. O'Neill	30,230(21)	*	30,230	0	--
XPER International Ltd.	13,894(22)	*	13,894	0	--

	Shares Beneficially Owned Prior to Offering(1)(2)		Shares to be Sold in Offering	Shares Beneficially Owned After Offering(3)	
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NAME(1)	NUMBER	PERCENT		NUMBER	PERCENT
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	Arab Petroleum Investment				
Corp	678,248(23)	1.8%	678,248	0	--
Edward C. Rubatino	16,956(24)	*	16,956	0	--
JDW Irrevocable Trust	33,912(25)	*	33,912	0	--
John G. Cage	18,991(26)	*	18,991	0	--
Karen Blandini	6,782(27)	*	6,782	0	--
Kossert Enterprises	16,956(28)	*	16,956	0	--
Les Schultz	33,912(29)	*	33,912	0	--
Ward T. Bell	6,782(30)	*	6,782	0	--
John Schroeder	17,500(31)	*	17,500	0	--
James Allen	2,500(32)	*	2,500	0	--
Al Yee	2,500(32)	*	2,500	0	--
James Desmond	13,700(33)	*	13,700	0	--

* Less than 1%.

- (1) The persons named in the table, to the Company's knowledge, have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes hereunder.
- (2) Determined in accordance with Rule 13-3(d) of the Exchange Act of 1934.
- (3) Assumes all shares of Common Stock offered hereby are sold pursuant to the registration statement of which the prospectus constitutes a part.
- (4) Represents shares issuable upon exercise of stock purchase warrants. SMT has the right upon exercise of warrant issued by the Company to SMT, to acquire up to 313,189 shares of Common Stock.
- (5) Represents shares issuable upon exercise of certain stock purchase warrants. The Fort Hill Group, Inc. is a former financial advisor to the Company.
- (6) Includes 32,500 shares issuable upon exercise of certain stock purchase warrants.
- (7) Includes 26,682 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (8) Includes 8,894 shares of Common Stock issuable upon exercise of PP Unit Warrants.

- (9) Includes (i) 17,788 shares of Common Stock issuable upon exercise of PP Unit Warrants, (ii) 59,955 shares of Common Stock issuable upon exercise of PP II Unit Warrants and (iii) 100,000 shares issuable upon exercise of certain stock options.
- (10) Includes 11,117 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (11) Includes 7,115 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (12) Includes 6,226 shares of Common Stock issuable upon exercise of PP Unit Warrants.

(FOOTNOTES CONTINUED ON NEXT PAGE)

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- (13) Includes 2,668 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (14) Includes (i) 5,559 shares of Common Stock issuable upon exercise of PP Unit Warrants and, (ii) 25,000 shares of Common Stock issuable upon exercise of certain stock options.
- (15) Includes 11,117 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (16) Includes 7,115 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (17) Includes 8,894 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (18) Includes 8,894 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (19) Includes 5,692 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (20) Includes 8,894 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (21) Includes 14,230 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (22) Includes 8,894 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (23) Includes 428,248 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (24) Includes 10,706 shares of Common Stock issuable upon exercise of PP II

Unit Warrants.

- (25) Represents 21,412 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (26) Includes 11,991 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (27) Includes 4,282 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (28) Includes 10,706 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (29) Includes 21,412 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (30) Includes 4,282 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (31) Includes 12,500 shares of Common Stock issuable upon exercise of certain stock purchase options.
- (32) Represents shares of Common Stock issuable upon exercise of certain stock purchase options.
- (33) Includes 2,500 shares of Common Stock issuable upon exercise of certain stock purchase options.

-----END PRIVACY-ENHANCED MESSAGE-----