

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-14** | Period of Report: **2013-01-14**  
SEC Accession No. [0001181431-13-003143](#)

(HTML Version on [secdatabase.com](http://secdatabase.com))

### ISSUER

#### **Celator Pharmaceuticals Inc**

CIK: [1327467](#) | IRS No.: **000000000** | State of Incorp.: **DE** | Fiscal Year End: **1231**  
SIC: **2834** Pharmaceutical preparations

#### Mailing Address

303B COLLEGE ROAD EAST  
PRINCETON NJ 08540

#### Business Address

303B COLLEGE ROAD EAST  
PRINCETON NJ 08540  
(609) 243-0123

### REPORTING OWNER

#### **TL VENTURES INC**

CIK: [1280196](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13528993**

#### Mailing Address

435 DEVON PARK DR  
700 BUILDING  
WAYNE PA 19087

#### Business Address

435 DEVON PARK DR  
700 BUILDING  
WAYNE PA 19087  
6109777540

#### **TL Ventures V Liquidating Trust**

CIK: [1566852](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13528992**

#### Mailing Address

435 DEVON PARK DRIVE  
700 BUILDING  
WAYNE PA 19087

#### Business Address

435 DEVON PARK DRIVE  
700 BUILDING  
WAYNE PA 19087  
610-977-7540

#### **TL Ventures Manager LLC**

CIK: [1566956](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13528990**

#### Mailing Address

435 DEVON PARK DRIVE  
700 BUILDING  
WAYNE PA 19087

#### Business Address

435 DEVON PARK DRIVE  
700 BUILDING  
WAYNE PA 19087  
610-977-7540

#### **TL Ventures L.P.**

CIK: [1566958](#) | State of Incorp.: **DE** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13528991**

#### Mailing Address

435 DEVON PARK DRIVE  
700 BUILDING  
WAYNE PA 19087

#### Business Address

435 DEVON PARK DRIVE  
700 BUILDING  
WAYNE PA 19087  
610-977-7540

# FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person</b> <u>TL VENTURES INC</u> <hr/> <div style="display: flex; justify-content: space-between;"> <span>(Last)</span> <span>(First)</span> <span>(Middle)</span> </div> <u>435 DEVON PARK DRIVE, 700 BUILDING,</u> <hr/> <div style="text-align: center;">(Street)</div> <u>WAYNE, PA 19087</u> <hr/> <div style="display: flex; justify-content: space-between;"> <span>(City)</span> <span>(State)</span> <span>(Zip)</span> </div>	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>01/14/2013</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Celator Pharmaceuticals Inc [NONE]</u> <hr/> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b>  <hr/> <b>6. Individual or Joint/Group Filing (Check applicable line)</b> <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person
--	---	--	---

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,533,937	I (1)	By TL Ventures V Liquidating Trust
Common Stock	26,532	I (2)	By TL Ventures V Interfund Liquidating Trust

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants (right to buy)	(3)	08/28/2019	Common Stock	12,915	\$5.21	I (1)	By TL Ventures V Liquidating Trust
Warrants (right to buy)	(3)	08/28/2019	Common Stock	224	\$5.21	I (2)	By TL Ventures V Interfund Liquidating Trust

**Reporting Owners**

Reporting Owner Name / Address	Relationships
--------------------------------	---------------

	Director	10% Owner	Officer	Other
<a href="#">TL VENTURES INC</a> 435 DEVON PARK DRIVE, 700 BUILDING WAYNE, PA 19087		X		
<a href="#">TL Ventures V Liquidating Trust</a> 435 DEVON PARK DRIVE 700 BUILDING WAYNE, PA 19087		X		
<a href="#">TL Ventures L.P.</a> 435 DEVON PARK DRIVE 700 BUILDING WAYNE, PA 19087		X		
<a href="#">TL Ventures Manager LLC</a> 435 DEVON PARK DRIVE 700 BUILDING WAYNE, PA 19087		X		

**Explanation of Responses:**

1. These securities are held by TL Ventures V Liquidating Trust. TL Ventures Inc., as the administrator, and TL Ventures L.P., as the investment manager, may be deemed to share voting and dispositive power over the securities held by TL Ventures V Liquidating Trust. TL Ventures Manager LLC, as the general partner of TL Ventures L.P., may be deemed to share voting and dispositive power over the securities held by TL Ventures V Liquidating Trust. Each of the Reporting Persons expressly disclaims beneficial ownership, except any securities held directly of record and any securities to the extent of any pecuniary interests therein.
2. These securities are held by TL Ventures V Interfund Liquidating Trust. TL Ventures Inc., as the administrator, and TL Ventures L.P., as the investment manager, may be deemed to share voting and dispositive power over the securities held by TL Ventures V Interfund Liquidating Trust. TL Ventures Manager LLC, as the general partner of TL Ventures L.P., may be deemed to share voting and dispositive power over the securities held by TL Ventures V Interfund Liquidating Trust. Each of the Reporting Persons expressly disclaims beneficial ownership, except any securities held directly of record and any securities to the extent of any pecuniary interests therein.
3. These warrants are fully exercisable.

**Signatures**

<a href="#">TL Ventures Inc., By: /s/ Janet L. Stott, Chief Financial Officer</a>	<a href="#">01/14/2013</a>
<a href="#">TL Ventures V Liquidating Trust, By: TL Ventures Inc., its Administrator, By: /s/ Janet L. Stott, Chief Financial Officer</a>	<a href="#">01/14/2013</a>
<a href="#">TL Ventures L.P., By TL Ventures Manager LLC, its General Partner, By: Janet L. Stott, Chief Financial Officer</a>	<a href="#">01/14/2013</a>
<a href="#">TL Ventures Manager LLC, By: Janet L. Stott, Chief Financial Officer</a>	<a href="#">01/14/2013</a>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**