

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2013-01-14** | Period of Report: **2013-01-14**  
SEC Accession No. [0001181431-13-003144](#)

(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

#### **GrowthWorks Capital Ltd.**

CIK: [1444153](#) | State of Incorp.: **A1** | Fiscal Year End: **1231**  
Type: **3** | Act: **34** | File No.: [000-54852](#) | Film No.: **13529000**

#### Mailing Address

*2600 - 1055 W. GEORGIA  
STREET  
VANCOUVER A1 V6E 3R5*

#### Business Address

*2600 - 1055 W. GEORGIA  
STREET  
VANCOUVER A1 V6E 3R5  
604-895-7255*

# 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>GrowthWorks Capital Ltd.</u> (Last) (First) (Middle) 2600 - 1055 W GEORGIA ST. (Street) VANCOUVER, A1 V6E 3R5 (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 01/14/2013	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Celator Pharmaceuticals Inc [NONE]</u> <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below)    _____ Other (specify below)
		<b>5. If Amendment, Date Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check applicable line)</b> <input checked="" type="checkbox"/> Form Filed by One Reporting Person _____ 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	1,498,494	I	See footnote <sup>(1)</sup>

**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)	<sup>(2)</sup>	08/28/2019	Common Stock	29,503	\$5.21	I	See footnote <sup>(2)</sup>

**Explanation of Responses:**

1. 1,450,900 shares of common stock are owned by Working Opportunity Fund (EVCC) Ltd. ("WOF") and 47,594 shares of common stock are owned by Growth Works Access Fund Limited Partnership ("GWA"). Growth Works Capital Ltd. ("GWC") is the manager of WOF. Growth Works Access GP I Ltd. ("GWA GP") is the General Partner of GWA. By virtue of the affiliate relationship among WOF, GWA, GWC and GWA GP (the "Reporting Persons"), each of the Reporting Persons may each be deemed to own beneficially all 1,498,494 shares of common stock. Each of the Reporting Persons expressly disclaims beneficial ownership, except any shares held directly of record and any shares to the extent of any pecuniary interests therein.
2. These warrants are fully exercisable.

3. 29,102 warrants are owned by WOF and 401 warrants are owned by GWA. By virtue of the affiliate relationship among the Reporting Persons, each of the Reporting Persons may be deemed to own beneficially all 29,503 warrants. Each of the Reporting Persons expressly disclaims beneficial ownership, except any warrants held directly of record and any warrants to the extent of any pecuniary interests therein.

**Signatures**

GROWTHWORKS CAPITAL LTD., By: /s/ Pat Brady, Name: Pat Brady, Title: Vice President,

Investments

01/14/2013

\*\* 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.**