

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-10**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### EDELMAN JOSEPH

CIK:[1164426](#)

Type: **4** | Act: **34** | File No.: [001-15281](#) | Film No.: **13525788**

Mailing Address  
*PERCEPTIVE ADVISORS  
LLC  
499 PARK AVENUE, 25TH  
FLOOR  
NEW YORK NY 10022*

### ISSUER

#### REPROS THERAPEUTICS INC.

CIK:[897075](#) | IRS No.: **760233274** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address  
*2408 TIMBERLOCH PLACE  
B-7  
THE WOODLANDS TX 77380*

Business Address  
*2408 TIMBERLOCH PL  
SUITE B-7  
WOODLANDS TX 77380  
2817193400*

#### PERCEPTIVE ADVISORS LLC

CIK:[1224962](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-15281](#) | Film No.: **13525789**

Mailing Address  
*499 PARK AVENUE, 25TH  
FLOOR  
NEW YORK NY 10022*

Business Address  
*499 PARK AVENUE, 25TH  
FLOOR  
NEW YORK NY 10022  
646-205-5340*

#### PERCEPTIVE LIFE SCIENCES MASTER FUND LTD

CIK:[1249675](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: [001-15281](#) | Film No.: **13525787**

Mailing Address  
*C/O PERCEPTIVE  
ADVISORS LLC  
499 PARK AVENUE, 25TH  
FLOOR  
NEW YORK NY 10022*

Business Address  
*C/O PERCEPTIVE  
ADVISORS LLC  
499 PARK AVENUE, 25TH  
FLOOR  
NEW YORK NY 10022  
646-205-5340*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>PERCEPTIVE ADVISORS LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>REPROS THERAPEUTICS INC. [RPRX]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>					
499 PARK AVENUE, 25TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>NEW YORK, NY 10022</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Call option (obligation to sell)	\$20	01/10/2013		S		2,000	(3)	05/18/2013	Common Stock	200,000	\$1.89	7,000	I	See Footnotes (1) (2) (3)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>PERCEPTIVE ADVISORS LLC</b> 499 PARK AVENUE		X		

25TH FLOOR NEW YORK, NY 10022				
EDELMAN JOSEPH PERCEPTIVE ADVISORS LLC 499 PARK AVENUE, 25TH FLOOR NEW YORK, NY 10022		X		
PERCEPTIVE LIFE SCIENCES MASTER FUND LTD C/O PERCEPTIVE ADVISORS LLC 499 PARK AVENUE, 25TH FLOOR NEW YORK, NY 10022		X		

**Explanation of Responses:**

1. This Form 4 is being filed by Perceptive Life Sciences Master Fund Ltd. (the "Master Fund"), Perceptive Advisors LLC (the "Advisor") and Joseph Edelman. The Advisor serves as investment manager to the Master Fund. Mr. Edelman is the managing member of the Advisor.
2. This amount reflects the total amount of derivative securities held by the Master Fund immediately following the transactions requiring the filing of this statement. In accordance with Instruction 5(b)(iv) of Form 4, the entire amount of the Issuer's derivative securities held by the Master Fund is reported herein. Each of Mr. Edelman and the Advisor disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934, beneficial ownership of such securities, except to the extent of his/its indirect pecuniary interest therein, and this report shall not be deemed an admission that Mr. Edelman or the Advisor is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
3. The call option reflected in this Form 4 is an out-of-the money call option.

**Signatures**

/s/ Joseph Edelman, managing member of Perceptive Advisors LLC

\*\* Signature of Reporting Person

01/11/2013

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.**

Information Regarding Joint Filers

Designated Filer of Form 4: Perceptive Advisors LLC

Date of Earliest Transaction Required to be Reported: January 10, 2013

Issuer Name and Ticker Symbol: REPOS THERAPEUTICS, INC. [RPRX]

Names: Perceptive Life Sciences Master Fund Ltd. and Joseph Edelman

Address: Perceptive Advisors LLC  
499 Park Avenue, 25th Floor  
New York, NY 10022

Signatures:

The undersigned, Perceptive Life Sciences Master Fund Ltd. and Joseph Edelman, are jointly filing the attached Statement of Changes in Beneficial Ownership of Securities on Form 4 with Perceptive Advisors LLC with respect to the beneficial ownership of securities of Repros Therapeutics, Inc.

Perceptive Life Sciences Master Fund Ltd.

By: Perceptive Advisors LLC, its investment manager

By: /s/ Joseph Edelman

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Joseph Edelman, managing member

JOSEPH EDELMAN

/s Joseph Edelman

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By: Joseph Edelman