NANOGEN INC Form 3 October 12, 2005

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NANOGEN INC [NGEN] A Fort Mason Capital, LLC (Month/Day/Year) 09/27/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 456 MONTGOMERY (Check all applicable) STREET, 22ND FLOOR (Street) 6. Individual or Joint/Group _X__ 10% Owner Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person SAN Form filed by More than One FRANCISCO. CAÂ 94104 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) I (1) (2) 5,102,041 (1) (2) Common Stock, par value \$0.001 per share By limited partnerships (1) (2)Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

| 1. Title of Derivative | 2. Date Exercisable and | 3. Title and Amount of | 4. | 5. | 6. Nature of Indirect |
|------------------------|-------------------------|------------------------|-------------|------------|-----------------------|
| Security | Expiration Date | Securities Underlying | Conversion | Ownership | Beneficial Ownership |
| (Instr. 4) | (Month/Day/Year) | Derivative Security | or Exercise | Form of | (Instr. 5) |
| | | (Instr. 4) | Price of | Derivative | |
| | | Title | Derivative | Security: | |
| | | | Security | Direct (D) | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------|--------------------|---|----------------------------------|------|----------------------------|---------------------------------|
| Common Stock Warrants (right to buy) | 09/28/2005 | 09/28/2010 | Common Stock, par value \$0.001 per share | 765,306 | \$ 4 | I (1) (2) | By limited partnerships (1) (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Fort Mason Capital, LLC | | | | | | |
| 456 MONTGOMERY STREET | â | ÂΧ | â | Â | | |
| 22ND FLOOR | A | АЛ | A | A | | |
| SAN FRANCISCO, CA 94104 | | | | | | |

Signatures

/s/Dan German, Managing
Member
10/12/2005

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - Fort Mason Master, LP, a Cayman Islands limited partnership ("Master"), and Fort Mason Partners, LP, a Delaware limited partnership ("Partners" and, together with Master, the "Funds"), are the holders of, in the aggregate, 5,102,041 shares of the common stock, par value \$0.001 per share (the "Shares"), of Nanogen, Inc., a Delaware corporation (the "Company"), and warrants that entitle the Funds to
- (1) purchase up to an aggregate of 765,306 additional Shares. The Funds acquired such Shares and warrants in a registered direct offering of up to 6,802,721 units at \$2.94 per unit, with each unit consisting of (i) one (1) Share and (ii) one (1) warrant to purchase 0.15 Shares. Fort Mason Capital, LLC, a Delaware limited liability company ("Capital"), serves as the investment manager of the Funds and possesses sole power to vote and direct the disposition of all securities of the Company held by the Funds.
- (2) Thus, as of September 27, 2005, for the purposes of Reg. Section 240.13d-3, Capital is deemed to beneficially own 5,867,347 Shares. Capital's interest in the securities reported herein is limited to the extent of its pecuniary interest in the Funds, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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