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CERUS CORP
Form SC 13G/A
February 10, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

CERUS CORPORATION

(NAME OF ISSUER)

COMMON STOCK

(TITLE OF CLASS OF SECURITIES)

157085101

(CUSIP NUMBER)

DECEMBER 31, 2004

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

CUSIP No. 157085101

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

ING Groep N.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a)

(b)

3 SEC USE ONLY

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| | | |
|---|--|--------------------------|
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | The Netherlands | |
| | 5 SOLE VOTING POWER | |
| | | 1,163,960 |
| | 6 SHARED VOTING POWER | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | | 0 |
| | 7 SOLE DISPOSITIVE POWER | |
| | | 1,163,960 |
| | 8 SHARED DISPOSITIVE POWER | |
| | | 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | | 1,163,960 |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| | Not Applicable | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 | |
| | | 5.2%(1) |
| 12 | TYPE OF REPORTING PERSON | |
| | HC | |

1 As of October 31, 2004, 22,210,924 shares of common stock were issued and outstanding. Source: Issuer's Form 10-Q for the quarter ended September 30, 2004.

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| | | |
|---|--|--|
| 1 | NAME OF REPORTING PERSONS | |
| | S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS | |
| | Directed Services, Inc. | |

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
Not Applicable (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

5 SOLE VOTING POWER

1,163,960 (2)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH:

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

1,163,960 (2)

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,163,960 (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.2%

12 TYPE OF REPORTING PERSON

IC

2 Directed Services, Inc. is the investment advisor to ING Alliance
Midcap Growth Portfolio, which is the beneficial owner of the 1,163,960
shares of common stock.

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ITEM 1(A). NAME OF ISSUER:
Cerus Corporation

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

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2411 Stanwell Drive
Concord, CA 94520

- ITEM 2(A). NAME OF PERSON FILING:
- ING Groep N.V.
Directed Services, Inc.
- ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
- ING Groep N.V.:
Amstelveenseweg 500
1081 KL Amsterdam
P.O. Box 810
1000 AV Amsterdam
The Netherlands
- Directed Services, Inc.:
1475 Dunwoody Drive
West Chester, PA 19380
- ITEM 2(C). CITIZENSHIP:
- See item 4 on Page 2
See item 4 on Page 3
- ITEM 2(D). TITLE OF CLASS OF SECURITIES:
- Common Stock
- 4-
- ITEM 2(E). CUSIP NUMBER:
- 157085101
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
(Not Applicable)
- (a) Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the "Investment Company Act");
 - (e) Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act;
 - (f) Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Exchange Act;

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- (g) Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) under the Exchange Act;
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) Group in accordance with Rule 13d-1(b)(1)(ii)(J) under the Exchange Act.

ITEM 4. OWNERSHIP.

- (a) Amount beneficially owned:

See item 9 on Page 2
See item 9 on Page 3

- (b) Percent of class:

See item 11 on Page 2
See item 11 on Page 3

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- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:

See item 5 on Page 2
See item 5 on Page 3

- (ii) Shared power to vote or to direct the vote:

See item 6 on Page 2
See item 6 on Page 3

- (iii) Sole power to dispose or to direct the disposition of:

See item 7 on Page 2
See item 7 on Page 3

- (iv) Shared power to dispose or to direct the disposition of:

See item 8 on Page 2
See item 8 on Page 3

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH

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ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT
HOLDING COMPANY OR CONTROL PERSON.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

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ITEM 10. CERTIFICATION.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 4, 2005

(Date)

ING GROEP N.V.

By:

/s/ Frans Demmers

(Signature)

Frans Demmers
General Counsel Retail Banking

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(Name/Title)

/s/ Huib D. ter Haar

(Signature)

Huib D. ter Haar
Group Compliance Officer

(Name/Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 4, 2005

(Date)

Directed Services, Inc.

By:

/s/ Frans Demmers

(Signature)

Frans Demmers
Authorized Signatory

(Name/Title)

/s/ Huib D. ter Haar

(Signature)

Huib D. ter Haar
Authorized Signatory

(Name/Title)

Exhibit A to Schedule 13G

Joint Filing Agreement
Pursuant to Rule 13d-1(k)

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The undersigned persons (the "Reporting Persons") hereby agree that a joint statement on this Schedule 13G, and any amendments thereto, be filed on their behalf by ING Groep N.V.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of them contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: February 4, 2005

ING Groep N.V.

By: /s/ Frans Demmers

Name: Frans Demmers
Title: General Counsel Retail
Banking

By: /s/ Huib D. ter Haar

Name: Huib D. ter Haar
Title: Group Compliance Officer

Directed Services, Inc.

By: /s/ Frans Demmers

Name: Frans Demmers
Title: Authorized Signatory

By: /s/ Huib D. ter Haar

Name: Huib D. ter Haar
Title: Authorized Signatory