

BIODELIVERY SCIENCES INTERNATIONAL INC

Form SC 13G/A

February 13, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

BIODELIVERY SCIENCES INTERNATIONAL, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE

(Title of Class of Securities)

09060J106

(CUSIP Number)

HOPKINS CAPITAL GROUP II LLC

FRANCIS E. O DONNELL, JR.

324 S HYDE PARK, SUITE 350

TAMPA, FL. 33609

813-864-2562

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2012

(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)

Note: schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

(Page 1 of 6 Pages)

SCHEDULE 13G

CUSIP No. 09060J106

Page 2 of 6 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (voluntary)

HOPKINS CAPITAL GROUP II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

MISSOURI

NUMBER OF 7 SOLE VOTING POWER
SHARES

BY

EACH 3,275,490 SHARES OF COMMON STOCK
8 SHARED VOTING POWER

REPORTING

PERSON

0 SHARES OF COMMON STOCK
WITH 9 SOLE DISPOSITIVE POWER

3,275,490 SHARES OF COMMON STOCK
10 SHARED DISPOSITIVE POWER

0 SHARES

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,275,490 SHARES OF COMMON STOCK

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.08%

14 TYPE OF REPORTING PERSON*

OO (The reporting person is a limited liability company)

SCHEDULE 13G

CUSIP No. 09060J106

Page 3 of 6 Pages

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (voluntary)

FRANCIS E. O DONNELL, JR.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) " (b) "

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) "

6 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA

NUMBER OF 7 SOLE VOTING POWER

SHARES

BY 3,717,756 SHARES OF COMMON STOCK

EACH 8 SHARED VOTING POWER

REPORTING

PERSON 0 SHARES OF COMMON STOCK

9 SOLE DISPOSITIVE POWER

WITH

3,717,756 SHARES OF COMMON STOCK

10 SHARED DISPOSITIVE POWER

0 SHARES

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,717,756 SHARES OF COMMON STOCK

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.46%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13G

This Statement relates to the Common Stock, par value \$0.001 per share (Common Stock) of BioDelivery Sciences International, Inc. a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at 801 Corporate Center Drive, Suite #210, Raleigh, NC, 27607.

This Amendment No. 5 on Schedule 13G filed for Hopkins Capital Group II LLC and Francis E. O Donnell, Jr. is made to reflect the change in beneficial ownership as of the year ending December 31, 2011.

Item 1. (a) **Name of Issuer.**

BioDelivery Sciences International, Inc.

(b) **Address of Issuer's Principal Executive Offices.**

801 Corporate Center Drive, Suite #210, Raleigh, NC, 27607

Item 2. (a) **Name of Person Filing.**

Hopkins Capital Group II LLC

Francis E. O Donnell, Jr.

(b) **Address of Principal Business Office.**

324 S HYDE PARK, SUITE 350

TAMPA, FL. 33609

813-864-2562

(c) **Citizenship.**

Hopkins Capital Group II LLC (Hopkins), is a limited liability company organized in the State of Missouri.

Francis E. O Donnell, Jr. is a citizen of the United States.

(d) **Title Class of Securities.**

Common Stock

(e) **CUSIP Number.**

CUSIP No. 09060J106

Item 3. (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) " Investment company registered under Section 8 of the Investment Company Act of 1940

(15 U.S.C. 80a-8);

(e) " An investment adviser in accordance with § 240.13d-1 (b) (1) (ii) (E).;

(f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) " A parent holding company or control person in accordance with § 240.13d-1 (b) (1) (ii) (G);

(h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) " A church plan that is excluded from the definition of an investment company under Section 3(c) 14 of the Investment Company Act of 1940;

- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution.

Item 4. Ownership.

(a) Amount Beneficially Owned

Hopkins beneficially owns 3,275,490 shares of common stock.

Francis E. O'Donnell, Jr. beneficially owns 3,717,756 shares comprised of (i) 162,266 shares of common stock owned directly by Mr. O'Donnell, (ii) 3,275,490 shares of common stock held by Hopkins and (iii) 280,000 shares of common stock issuable upon exercise of stock options.

(b) Percent of Class

Hopkins beneficially owns 11.08% of the class of common stock.

Francis E. O'Donnell, Jr. beneficially owns 12.46% of the class of common stock.

(c) Number of Shares as to which Hopkins has

(i) Sole power to vote or direct the vote

3,275,490

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

N/A

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

3,275,490

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

N/A

(d) Number of Shares as to which Francis E. O'Donnell, Jr. has

(i) Sole power to vote or direct the vote

3,717,756

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

N/A

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

3,717,756

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

N/A

Item 5 Ownership of Five Percent or Less of a Class.

Item 6 Ownership of More than 5 Percent on Behalf of Another Person.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certifications.

Inapplicable.

- ¹ Francis E. O'Donnell, Jr. is the manager of Hopkins Capital Group II LLC. Filing of this statement shall not be deemed an admission by Mr. O'Donnell that he beneficially owns the securities held by Hopkins Capital Group, LLC. Mr. O'Donnell disclaims ownership of all securities held by Hopkins Capital Group II LLC.

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.

Dated as of this 13th day of February, 2012.

By: /s/ Francis E. O. Donnell, Jr.

Name: Francis E. O. Donnell, Jr., individually

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.

Dated as of this 13th day of February, 2012.

HOPKINS CAPITAL GROUP II, LLC

By: /s/ Francis E. O. Donnell, Jr.

Name: Francis E. O. Donnell, Jr.

Title: Manager