

INTERLEUKIN GENETICS INC
 Form 3
 May 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Growth Equity Opportunities Fund III, LLC | | (Month/Day/Year) | INTERLEUKIN GENETICS INC [ILIU] | |
| (Last) | (First) | 05/17/2013 | | |
| | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1954 GREENSPRING DRIVE,Â SUITE 600 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| TIMONIUM,Â MDÂ 21093 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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 | 15,429,122 | D <u>(1)</u> <u>(2)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Common Stock Warrant (right to buy) | Â (3) | Â (3) | Common Stock | 11,571,842 | \$ 0.2745 | D (1) (2) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Growth Equity Opportunities Fund III, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | Â | Â X | Â | Â |
| NEA Partners 14, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | Â | Â X | Â | Â |
| NEA 14 GP, LTD 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | Â | Â X | Â | Â |
| New Enterprise Associates 14, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093 | Â | Â X | Â | Â |

Signatures

/s/ Louis Citron,
attorney-in-fact

05/23/2013

**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).

- The securities are directly held by Growth Equity Opportunities Fund III, LLC ("GEO") and are indirectly held by New Enterprise Associates 14, L.P. ("NEA 14"), which is the sole member of GEO; NEA Partners 14, L.P. ("NEA Partners 14"), which is the sole general partner of NEA 14; NEA 14 GP, LTD ("NEA 14 GP"), which is the sole general partner of NEA Partners 14; and the individual directors of NEA 14 GP (NEA 14, NEA Partners 14, NEA 14 GP and the individual directors of NEA 14 GP (collectively, the "Directors") together, the "Indirect Reporting Persons"). The Directors of NEA 14 GP are M. James Barrett, Peter J. Barris, Forest Baskett, Ryan D. Drant, Anthony A. Florence, Jr., Patrick J. Kerins, Krishna "Kittu" Kolluri, David M. Mott, Scott D. Sandell, Peter W. Sonsini, Ravi Viswanathan and Harry R. Weller.
- (1) The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the GEO shares in which the Indirect Reporting Persons have no pecuniary interest.
 - (2) 63% of the warrants are exercisable on 05/17/2013 (the "Initial Exercise Date") and 37% of the warrants are exercisable on the date the Issuer's shareholders approve an increase in the number of authorized shares of common stock under the Issuer's certificate of incorporation. The warrants terminate if they are not exercised on or prior to the close of business on the seven year anniversary of the

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Initial Exercise Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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