

MANHATTAN PHARMACEUTICALS INC  
 Form 3  
 January 09, 2012

**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 * Â WEISS MICHAEL S (Last) (First) (Middle)  787 SEVENTH AVE, 48TH FLOOR (Street)  NEW YORK, Â NY Â 10019 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/29/2011	3. Issuer Name <b>and</b> Ticker or Trading Symbol MANHATTAN PHARMACEUTICALS INC [MHAN]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	7,500,000	D	Â
Series A Preferred Stock <u>(1)</u>	112,500	D	Â
Series A Preferred Stock <u>(1)</u> <u>(3)</u>	284,013	I	Mr. Weiss is a principal of Opus Point Partners, LLC

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)**

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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Warrants to purchase Common Stock (2)	12/29/2011	12/29/2016	Common Stock	1,875,000 \$ 0.04	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS MICHAEL S 787 SEVENTH AVE, 48TH FLOOR NEW YORK, NY 10019	Â X	Â X	Â See Remarks	Â

## Signatures

/s/ Michael S. Weiss  
01/09/2012

\*\*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).
- (1) Mr. Weiss beneficially owns 112,500 shares of Registrant's Preferred Stock, which votes with the Common Stock on an as-converted basis (each share of Preferred Stock converts into 500 shares of Common Stock, provided that such conversion right is subject to sufficient available authorized shares of the registrant's common stock). The shares of Series A Preferred Stock vest as follows: 14,063 on each of November 15, 2012, November 15, 2013, November 15, 2014, and November 15, 2014; 28,123 upon the occurrence of the registrant achieving a particular market capitalization target; and 28,123 upon the occurrence of the registrant achieving a second particular market capitalization target.
- (2) Each warrant is exercisable to purchase one share of the registrant's Common Stock and is exercisable for a price of \$0.04 for a period of five years.
- (3) Mr. Weiss is the managing member of Opus Point Partners, LLC ("Opus Point"), and thus may be deemed to beneficially owned such shares of Series A Preferred Stock.

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### Remarks:

Executive Chairman, Interim CEO and President.

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.