

VICAL INC
Form SC 13G/A
July 06, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Vical Incorporated
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

925602203
(CUSIP Number)

June 28, 2018
(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)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP
No 925602203

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Armistice
Capital, LLC

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☐

3. SEC USE
ONLY

- CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

- SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

4,360,500

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

4,360,500

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

4,360,500

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

19.99%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

IA, OO

CUSIP
No 925602203

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Armistice
Capital
Master Fund
Ltd.

CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☐

3. SEC USE
ONLY

CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Cayman
Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

- SOLE
5. VOTING
POWER
- 0
- SHARED
6. VOTING
POWER
- 4,360,500
- SOLE
7. DISPOSITIVE
POWER
- 0
- SHARED
8. DISPOSITIVE
POWER
- 4,360,500
- AGGREGATE
AMOUNT
9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
- 4,360,500
- CHECK
BOX IF
THE
AGGREGATE
AMOUNT
10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
- ☐
11. PERCENT
OF CLASS
REPRESENTED
BY

AMOUNT
IN ROW (9)

19.99%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

CO

CUSIP
No 925602203

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Steven Boyd

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☐

3. SEC USE
ONLY

- CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

United States
of America

- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

- SOLE
5. VOTING
POWER

0

SHARED

6. VOTING
POWER

4,360,500

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

4,360,500

AGGREGATE
AMOUNT

9. BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

4,360,500

CHECK
BOX IF
THE
AGGREGATE
AMOUNT

10. IN ROW (9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

☐

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

19.99%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

IN, HC

CUSIP No 925602203

Item 1. (a) Name of Issuer:

Vical Incorporated

(b) Address of Issuer's Principal Executive Offices:

10390 Pacific Center Court

San Diego, California 92121

United States of America

Item 2. (a) Name of Person Filing:

Armistice Capital, LLC

Armistice Capital Master Fund Ltd.

Steven Boyd

(b) Address of Principal Business Office, or if None, Residence:

Armistice Capital, LLC

510 Madison Avenue, 22nd Floor

New York, New York 10022

United States of America

Armistice Capital Master Fund Ltd.

c/o dms Corporate Services Ltd.

20 Genesis Close

P.O. Box 314

Grand Cayman KY1-1104

Cayman Islands

Steven Boyd

c/o Armistice Capital, LLC

510 Madison Avenue, 22nd Floor

New York, New York 10022

United States of America

(c) Citizenship:

Armistice Capital, LLC – Delaware

Armistice Capital Master Fund Ltd. – Cayman Islands

Steven Boyd – United States of America

(d) Title of Class of Securities:

Common Stock, \$0.01 par value

(e) CUSIP Number:

925602203

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) ☐ Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b) ☐ Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in Section 3(a)(19) of the Exchange 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 Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (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 (15 U.S.C. 80a-3);
- (j) ☐ Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Armistice Capital, LLC – 4,360,500

Armistice Capital Master Fund Ltd. –
4,360,500

Steven Boyd – 4,360,500

(b) Percent of class:

Armistice Capital, LLC – 19.99%

Armistice Capital Master Fund Ltd. – 19.99%

Steven Boyd – 19.99%

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

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

Armistice Capital, LLC – 0

Armistice Capital Master Fund Ltd. – 0

Steven Boyd – 0

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

Armistice Capital, LLC – 4,360,500

Armistice Capital Master Fund Ltd. – 4,360,500

Steven Boyd – 4,360,500

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

Armistice Capital, LLC – 0

Armistice Capital Master Fund Ltd. – 0

Steven Boyd – 0

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

Armistice Capital, LLC – 4,360,500

Armistice Capital Master Fund Ltd. – 4,360,500

Steven Boyd – 4,360,500

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing

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of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

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

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item
8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item
9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item
10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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, other than activities solely in connection with a nomination under § 240.14a-11.

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.

July 5, 2018
(Date)

Armistice Capital, LLC*

By: /s/ Steven Boyd
Steven Boyd
Managing Member

Armistice Capital Master Fund Ltd.

By: /s/ Steven Boyd
Steven Boyd
Director

/s/ Steven Boyd*
Steven Boyd

* This Reporting Person disclaims beneficial ownership in the Common Stock, except to the extent of his or its pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Amendment No. 2 to Schedule 13G dated July 5, 2018 relating to the Common Stock, \$0.01 par value, of Vical Incorporated shall be filed on behalf of the undersigned.

Armistice Capital, LLC

By: /s/ Steven Boyd
Steven Boyd
Managing Member

Armistice Capital Master Fund Ltd.

By: /s/ Steven Boyd
Steven Boyd
Director

/s/ Steven Boyd
Steven Boyd