

ATHEROGENICS INC  
Form 424B7  
January 11, 2006

**PROSPECTUS SUPPLEMENT No. 7**

**(To Prospectus dated July 25, 2005, as supplemented by Prospectus Supplement No. 1 dated August 18, 2005, Prospectus Supplement No. 2 dated September 20, 2005, Prospectus Supplement No. 3 dated October 7, 2005, Prospectus Supplement No. 4 dated November 1, 2005, Prospectus Supplement No. 5 dated December 6, 2005 and Prospectus Supplement No. 6 dated December 13, 2005)**

**ATHEROGENICS, INC.**

**\$200,000,000**

**1.50% CONVERTIBLE NOTES DUE 2012**

**AND**

**10,416,660 SHARES OF COMMON STOCK, NO PAR VALUE PER SHARE,**

**ISSUABLE UPON CONVERSION OF THE NOTES**

This prospectus supplement supplements the prospectus dated July 25, 2005 of AtheroGenics, Inc., relating to the resale from time to time by selling securityholders of our 1.50% convertible notes due 2012 and shares of AtheroGenics, Inc. common stock issuable upon conversion of the notes. This prospectus supplement should be read in conjunction with the prospectus, which is required to be delivered with this prospectus supplement.

**Investing in the notes or our common stock involves a high degree of risk. See Risk Factors beginning on page 6 of the prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is January 11, 2006

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The section of the prospectus entitled "Selling Securityholders" is amended and restated in its entirety to read as follows:

### SELLING SECURITYHOLDERS

We originally sold the notes to initial purchasers on January 12, 2005. The initial purchasers of the notes have advised us that the notes were resold in transactions exempt from the registration requirements of the Securities Act to qualified institutional buyers, as defined in Rule 144A of the Securities Act. These subsequent purchasers, or their transferees, pledgees, donees, assignees or successors, may from time to time offer and sell any or all of the notes and/or shares of the common stock issuable upon conversion of the notes pursuant to this prospectus.

The following table sets forth information with respect to the selling securityholders and the principal amount of notes and common stock beneficially owned by each selling securityholder that may be offered pursuant to this prospectus. The information is based on information provided by or on behalf of the selling securityholders. The selling securityholders may offer all, some or none of the notes or the common stock issuable upon conversion of the notes. Because the selling securityholders may offer all or some portion of the notes or the common stock, we cannot estimate the amount or percentage of the notes or the common stock that will be held by the selling securityholders upon termination of sales pursuant to this prospectus. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes since the date on which they provided the information regarding their holdings in transactions exempt from the registration requirements of the Securities Act.

To our knowledge, no selling securityholder nor any of its affiliates has held any position or office with, been employed by or otherwise has had any material relationship with us or our affiliates within the past three years.

The percentage of notes outstanding beneficially owned by each selling securityholder is based on \$200,000,000 aggregate principal amount of notes outstanding. The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling securityholder at the initial conversion rate of 38.5802 shares of common stock per \$1,000 principal amount of notes.

Name (1)	Principal Amount of Notes		Common Stock Owned Prior to the Offering (2)(3)	Common Stock Owned After Completion of the Offering (3)
	Beneficially Owned and Offered Hereby (\$)	Percentage of Notes Outstanding		
Alexandra Global Master Fund, Ltd.	3,500,000	1.75%	135,031	
Aristeia International Limited (4)	13,860,000	6.93%	534,722	
Aristeia Partners LP (6)	2,640,000	1.32%	101,852	
BNP Paribas Equity Strategies, SNC (7)(8)	5,090,000	2.55%	202,226	5,583
Brooks Capital Group LLC (9)	100,000	*	3,858	
CIBC World Markets (5)	500,000	*	19,290	
Citigroup Global Markets Ltd. (5)	8,000,000	4.00%	308,642	

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Name (1)	Principal Amount of Notes Beneficially Owned and Offered Hereby (\$) (2)	Percentage of Notes Outstanding	Common Stock Owned Prior to the Offering (2)(3)	Common Stock Owned After Completion of the Offering (3)
CNH CA Master Account, L.P. (10)	250,000	*	368,185	358,540
CooperNeff Convertible Strategies (Cayman) Master Fund, LP (8)	1,866,000	*	71,991	
Deutsche Bank Securities Inc. (5)	7,126,000	3.56%	274,923	
DKR Saturn Event Driven Holding Fund Ltd. (11)	6,365,000	3.18%	245,563	
DKR Saturn Multi-Strategy Holding Fund Ltd. (12)	22,815,000	11.41%	885,407(13)	5,200(13)
DKR SoundShore Strategic Holding Fund Ltd. (14)	2,500,000	1.25%	96,451	
Drawbridge Convertible I Ltd. (15)	64,000	*	83,955	81,486
Drawbridge Convertible II Ltd. (15)	20,000	*	26,847	26,076
Drawbridge Global Macro Master Fund Ltd. (15)	1,666,000	*	282,658	218,383
Fore Convertible Master Fund, Ltd. (16)	4,000,000	2.00%	154,321	
Fore ERISA Fund, Ltd. (16)	2,000,000	1.00%	77,160	
Froley Revy Convertible Arbitrage Offshore (17)	350,000	*	13,503	
FrontPoint Convertible Arbitrage Fund, L.P. (18)	6,000,000	3.00%	231,481	
GLG Market Neutral Fund (19)	3,000,000	1.50%	115,741	
Guggenheim Portfolio Company VIII (Cayman), Ltd. (7)(20)	2,000,000	1.00%	77,160	
Highbridge International LLC (21)	21,500,000	10.75%	829,474	
ING Investors Trust ING T. Rowe Price Capital Appreciation Fund (7)(22)	830,000	*	32,022	
Jeffries & Company (5)(23)	250,000	*	9,645	
JP Morgan Securities Inc. (5)(24)	4,850,000	2.43%	193,246	6,132
Kamunting Street Master Fund, Ltd. (25)	7,100,000	3.55%	273,919	
KBC Financial Products USA Inc. (5)(26)	8,600,000	4.30%	331,790	
LDG Limited (27)	229,000	*	8,835	
Lehman Brothers Inc. (5)	5,100,000	2.55%	196,759	
Lyxor/Convertible Arbitrage Fund Limited (8)	848,000	*	32,716	
Man Convertible Bond Master Fund, Ltd. (28)	2,936,000	1.47%	113,271	
Man Mac I Limited	3,000,000	1.50%	115,741	
MSS Convertible Arbitrage I (27)	48,000	*	2,830	978

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Penn Series Funds, Inc. Flexibly Managed Fund (7)(22)	375,000	*	14,468	
Putnam Convertible Income-Growth Trust (7)	3,720,000	1.86%	143,518	
Saranac Capital Management L.P. (29)	15,000,000	7.50%	2,012,861	1,434,158
Satellite Convertible Arbitrage Master Fund, LLC (30)	7,000,000	3.50%	270,061	
Silverback Master, Ltd. (31)	13,500,000	6.75%	520,833	
Singlehedge US Convertible Arbitrage Fund (8)	745,000	*	28,742	
Sphinx Fund c/o TQA (27)	311,000	*	24,841	12,842
St. Thomas Trading, Ltd. (32)	1,064,000	*	41,049	
Sturgeon Limited (8)	876,000	*	33,796	
UBS O Connor LLC F/B/O O Connor Global Convertible Arbitrage Master Limited	3,000,000	1.50%	115,741	
T. Rowe Price Capital Appreciation Fund, Inc. (7)(22)	2,045,000	1.02%	78,897	
Tang Capital Partners, LP	2,000,000	1.00%	77,160	
TQA Master Fund, Ltd. (27)	1,810,000	*	143,689	73,859
TQA Master Plus Fund, Ltd. (27)	3,201,000	1.60%	255,894	132,399
TQA Special Opportunities Master Fund Ltd. (33)	2,000,000	1.00%	77,160	
Tugar Capital, L.P. (34)	2,500,000	1.25%	96,451	
Vicis Capital Master Fund (35)	4,000,000	2.00%	154,321	
Wachovia Capital Markets LLC (5)(36)	3,000,000	1.50%	115,741	
Waterstone Market Neutral MAC51, Ltd. (37)	59,000	*	2,276	
Waterstone Market Neutral Master Fund, Ltd. (38)	941,000	*	36,304	
Xavex Convertible Arbitrage I (27)	26,000	*	16,714	15,711
Zurich Institutional Benchmark Master c/o TQA (27)	375,000	*	14,468	
Total**	200,000,000	100.00%	10,087,656	2,371,616

\* Less than one  
percent

\*\* The sum of the  
listed principal  
amount of notes  
beneficially  
owned by  
holders actually  
exceeds  
\$200,000,000  
because certain  
of the holders  
have transferred  
notes pursuant  
to Rule 144A or

otherwise reduced their position prior to selling pursuant to this prospectus. As a result, we have received beneficial ownership information from additional holders without corresponding updates from the holders that sold notes to such additional holders. The

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maximum  
principal  
amount of notes  
that may be sold  
under this  
prospectus will  
not exceed  
\$200,000,000.

- (1) Information about other selling securityholders, except for any future transferee, pledgee, donee, assignee or successor of securityholders named in the table above, will be set forth in a prospectus supplement or amendment to this registration statement if required. For purposes of this table, we have assumed that any other holders of notes, or any future transferees, pledgees, donees or successors of or from any such other holders of notes, do not beneficially own any common stock other than the common stock issuable upon conversion of the notes at

the initial  
conversion rate.

- (2) Selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which we were provided with the information regarding their notes in transactions exempt from the registration requirements of the Securities Act.

Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this registration statement is \$200,000,000, and the selling securityholders will not sell under this registration



statement more than that amount.

- (3) Includes common stock issuable upon conversion of the notes at the initial conversion rate of 38.5802 shares of common stock per \$1,000 principal amount of notes. However, this conversion rate will be subject to adjustment as described under Description of Notes Conversion of Notes Conversion Rate Adjustments and Description of Notes Make Whole Payment Upon the Occurrence of a Designated Event that is also a Fundamental Change. As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future. Assumes conversion of the full amount of 4<sup>1</sup>/<sub>2</sub>% notes held by the

selling  
securityholder at  
the initial  
conversion rate  
of 65.1890  
shares of  
common stock  
per \$1,000  
principal  
amount of notes.

- (4) Aristeia Capital LLC is the investment manager for Aristeia International Limited. Aristeia Capital LLC is jointly owned by Robert H. Lynch Jr., Anthony Frascella, Bill Techar and Kevin Toner, who have voting or investment control over these securities.
- (5) The selling securityholder has informed us that it is a registered broker-dealer. See Plan of Distribution below.
- (6) Aristeia Advisors LLC is the investment manager for Aristeia Partners LP. Aristeia Advisors LLC is jointly owned by Robert H.

Lynch Jr.,  
Anthony  
Frascella, Bill  
Techar and  
Kevin Toner,  
who have voting  
or investment  
control over  
these securities.

(7) The selling  
securityholder  
has informed us  
that it is an  
affiliate of a  
registered  
broker-dealer.  
See Plan of  
Distribution  
below.

(8) Christian  
Menestrier,  
Chief Executive  
Officer of  
CooperNeff  
Advisors, Inc.,  
has voting or  
investment  
control over  
these securities.

(9) Brook Lenfest  
and William  
Luterman have  
voting or  
investment  
control over  
these securities.

(10) CNH Partners,  
LLC is the  
investment  
advisor of the  
CNH CA  
Master Account,  
L.P. and has  
sole voting and  
dispositive  
power over  
these securities.

Robert Krail,  
Mark Mitchell  
and Todd  
Pulvino exercise  
voting and  
investment  
control on  
behalf of CNH  
Partners, LLC.

(11) DKR Saturn  
Management  
Company L.P.  
is a registered  
investment  
adviser with the  
Securities and  
Exchange  
Commission  
and, as such, is  
the investment  
manager to  
DKR Saturn  
Event Driven  
Holding Fund  
Ltd. (the Saturn  
Fund ). Ron  
Phillips,  
portfolio  
manager of the  
Saturn Fund,  
has voting or  
investment  
control over  
these securities.

(12) DKR Saturn  
Management  
L.P. ( DKR  
Saturn ) is a  
registered  
investment  
adviser with the  
Securities and  
Exchange  
Commission  
and, as such, is  
the investment  
manager to  
DKR Saturn  
Multi-Strategy

Fund Ltd. (the Multi-Strategy Fund ). As such, DKR Saturn and certain portfolio managers have shared dispositive and voting power over securities held by the fund. Ron Phillips has voting or investment control over these securities. Mr. Phillips disclaims beneficial ownership of the securities.

- (13) Includes 5,200 shares of common stock subject to a call option.
- (14) DKR Capital Partners L.P. ( DKR LP ) is a registered investment adviser with the Securities and Exchange Commission and, as such, is the investment manager to DKR SoundShore Strategic Holding Fund Ltd. (the SoundShore Fund ). DKR LP has retained certain portfolio managers to act

as the portfolio  
manager to the

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SoundShore Fund managed by DKR LP. As such, DKR LP and certain portfolio managers have shared dispositive and voting power over securities held by the fund. Doug Teresko has voting or investment control over these securities.

(15) Kevin Treacy has voting or investment control over these securities.

(16) David Egglshaw has voting or investment control over these securities.

(17) Ann Houlihan has voting or investment control over these securities.

(18) FrontPoint Convertible Arbitrage Fund GP LLC is the general partner of FrontPoint Convertible Arbitrage Fund, L.P. FrontPoint Partners LLC is the managing

member of  
FrontPoint  
Convertible  
Arbitrage Fund  
GP, LLC and as  
such has voting  
and dispositive  
power over the  
securities held  
by the fund.  
Philip Duff, W.  
Gillespie  
Caffray and  
Paul Ghaffari  
are members of  
the board of  
managers of  
FrontPoint  
Partners LLC  
and are the sole  
members of its  
management  
committee.  
Messrs. Duff,  
Caffray and  
Ghaffari and  
FrontPoint  
Partners LLC  
and FrontPoint  
Convertible  
Arbitrage Fund  
GP, LLC each  
disclaim  
beneficial  
ownership of  
the securities  
held by the fund  
except for their  
pecuniary  
interest therein.

- (19) GLG Market  
Neutral Fund  
(the Fund ) is a  
publicly owned  
company listed  
on the Irish  
Stock  
Exchange. GLG  
Partners LP, an  
English limited



partnership, acts as the investment manager of the fund and has voting and dispositive power of the securities held by the Fund. The general partner of GLG Partners LP is GLG Partners Limited, an English limited company. The shareholders of GLG Partners Limited are Noam Gottesman, Pierre Lagrange, Jonathan Green, Philippe Jabre and Lehman (Cayman) Limited, a subsidiary of Lehman Brothers, Inc., a publicly-held entity. GLG Partners LP, GLG Partners Limited, Noam Gottesman, Pierre Lagrange, Jonathan Green, Philippe Jabre and Lehman (Cayman) Limited disclaim beneficial ownership of the securities held by the Fund, except for their pecuniary interest therein.

(20) Matthew Li has voting or investment control over these securities.

(21) Highbridge Capital Management, LLC ( Highbridge ) is the trading manager of Highbridge International LLC ( HIC ) and consequently has voting control and investment discretion over securities held by HIC. Glenn Dubin and Henry Swieca control Highbridge. Each of Highbridge, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by HIC.

(22) T. Rowe Price Associates, Inc. ( T. Rowe Price Associates ) serves as investment adviser with power to direct investments and/or sole power to vote these securities.

T. Rowe Price Associates disclaims beneficial ownership of these securities. T. Rowe Price Associates is a wholly-owned subsidiary of T. Rowe Price Group, Inc., which is a publicly-traded financial services holding company.

(23) Jonathan Cunningham has voting or investment control over these securities.

(24) Charlotte Chui has voting or investment control over these securities.

(25) Allan Teh, managing member of Kamunting Street Management, LLC, the general partner of the investment manager of Kamunting Street Master Fund, Ltd., has voting or investment control over these securities.

(26)

KBC Financial Products USA Inc. exercises voting and investment control over any shares of common stock issuable upon conversion of the notes held by the selling securityholder.

Mr. Luke Edwards, Managing Director, exercises voting and investment control on behalf of KBC Financial Products USA Inc.

(27) Robert Butman, George Esser, John Idone, Paul Bucci and Bartholomew Tesoriero have voting or investment control over these securities.

(28) John Null and J.T. Hansen, principals of Marin Capital Partners, LP, investment advisor to Man Convertible Bond Master Fund, Ltd. have voting or investment control over these securities.

(29) Ross Margolies has voting or investment control over these securities. Saranac Capital Management L.P. acts as discretionary investment advisor with respect to the following accounts that hold the indicated principal amounts of these securities: Citigroup Alternative Investments Diversified Arbitrage Strategies Fund Ltd., 1,822,000; Citigroup Alternative Investments Enhanced Arbitrage Strategies Fund, 539,000; Citigroup Alternative Investments QIP Multi Strategy Arbitrage Portfolio, 8,868,000; Saranac Erisa Arbitrage LTD, 3,355,000; Saranac Erisa Arbitrage LP, 224,000; and Saranac Arbitrage LTD, 192,000.

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- (30) Leif Rosenblatt,  
Mark Sonnino,  
Gabriel  
Nechamkin,  
Christopher  
Tuzzo, Brian  
Kriftcher,  
Stephen Shapiro  
and David Ford  
have voting or  
investment  
control over  
these securities.  
Each of these  
individuals  
disclaims  
beneficial  
ownership of  
the securities.
- (31) Elliot Bossen  
has voting or  
investment  
control over  
these securities.
- (32) John Null and  
J.T. Hansen,  
principals of  
Marin Capital  
Partners, LP,  
investment  
advisor to St.  
Thomas  
Trading, Ltd.,  
have voting or  
investment  
control over  
these securities.
- (33) Robert Butman,  
George Esser,  
John Idone, Paul  
Bucci and  
Bartholomew  
Tesoriero have  
voting or  
investment  
control over

these securities.

(34) Ken Tananbaum has voting or investment control over these securities.

(35) Sky Lucas, John Succo and Shad Stastney have voting or investment control over these securities.

(36) Eric Grant has voting or investment control over these securities.

(37) Shawn Bergerson, Chief Executive Officer of Waterstone Market Neutral MAC51, Ltd., has voting or investment control over these securities.

(38) Shawn Bergerson, Chief Executive Officer of Waterstone Market Neutral Master Fund, Ltd., has voting or investment control over these securities.