U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 3

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(f) of the Investment Company Act of 1940

| ng Person* | | |
|---|---|--|
| | | |
| | | |
| | | |
| (Street) | | |
| | | |
| | | |
| tement (Month/Day/Year) | | |
| | | |
| f Reporting Person, if an | Entity (Voluntary) | |
| | | |
| rading Symbol | ····· | |
| US") | | |
| erson to Issuer | | |
| | | |
| nal (Month/Day/Year) | | |
| iling (Check applicable l | ine) | |
| rting Person | | |
| n One Reporting Person | | |
| | | |
| ======================================= | ======================================= | |
| 2. Amount of Securit Beneficially Owne | 3. Ownership Form: ies Direct (D) or d Indirect (I) | 4. Nature of Indirect |
| | | |
| <c></c> | <c></c> | <c></c> |
| 1,468,452 | I | (1) |
| | | |
| | | |
| | (Street) (State) (State) (State) (State) (First) (State) (State) (State) (First) (State) (State) (First) (State) (State) (First) (State) (State) (First) (First) (State) (Instr. 4) (State) (State) (State) (Instr. 4) (State) (State) (Instr. 4) (State) (State) (Instr. 4) (State) (State) (Instr. 4) | (First) (Middle) (Street) (State) (Zip) tement (Month/Day/Year) f Reporting Person, if an Entity (Voluntary) Prading Symbol US") Person to Issuer [X] 10% Owner [] Other (specify below) nal (Month/Day/Year) Priling (Check applicable line) Pring Person n One Reporting Person 2. Amount of Securities Beneficially Owned 2. Amount of Securities Beneficially Owned (Instr. 4) (Instr. 5) CC (C) 1,468,452 I |

(Over) </TABLE>

If the Form is filed by more than one Reporting Person, see Instruction $5\left(b\right)\left(v\right)$.

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

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>

| | 2. Date Exercisable | | Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | | 5. | Owner- ship Form of | |
|---|---------------------|---------------|--|---------|-----|------------|---------------------------|-----------|
| Derivative | and Evr | oiration Date | | | Δ | . Conver- | | Security: |
| | | Day/Year) | | Amount | | sion or | | Direct |
| 6. Nature of | | | | | | | | |
| Indirect | | | | or | | Exercise | | (D) or |
| Indifect | Date | Expira- | | Number | | Price of | | Indirect |
| Beneficial | | 1 | | | | | | |
| 1. Title of Derivative | Exer- | tion | | of | | Derivative | | (I) |
| Ownership Security (Instr. 4) 5) (Instr. 5) | cisable | Date | Title | Shares | | Security | | (Instr. |
| | | | | | | | | |
| <s> <c></c></s> | <c></c> | <c></c> | <c></c> | <c></c> | <(| C> | <0 | :> |
| Warrants (2) | 1/18/2002 | 1/18/2007 | Common Stock, | 220,950 | \$9 | 9.40 | I | |
| (1) | | | | | | | | |
| | | | par value \$0.001 | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

Explanation of Responses:

- (1) The securities to which this report relates are held by S.A.C. Capital Associates, LLC ("Associates") and S.A.C. Healthco Fund, LLC ("Healthco"), limited liability companies of which the Reporting Person is an investment manager. Pursuant to investment agreements, the Reporting Person shares all investment and voting power with respect to the securities held by Associates and Healthco. In accordance with Instruction 5(b) (iv) the entire amount of the Issuer's securities held by Associates and Healthco is reported herein. The Reporting Person disclaims any beneficial ownership of any of the Issuers securities to which this report relates for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, except to the extent of its indirect pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.
- (2) Pursuant to the terms of the securities to which this footnote relates, neither Associates nor Healthco has the right to exercise its respective securities to the extent that, as a result of such exercise, the aggregate number of shares of Common Stock beneficially owned by it and its affiliates would exceed 9.99% of the outstanding shares of Common Stock of the Issuer following such exercise, unless such provision restricting any such exercise has been waived upon not less than 65 days prior written notice to the Issuer. No such waiver has been given.

/s/ Peter Nussbaum November 12, 2002

**Signature of Reporting Person Date

Peter Nussbaum Authorized Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.