

UNITED STATES
SECURITIES & EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

AVANT Immunotherapeutics, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

053491106

(CUSIP Number)

December 31, 2003
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this
Schedule 13G 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).

Page 1 of 10 Pages

CUSIP No. 053491106

13G/A

Page 2 of 10 Pages

- (1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

The Riverview Group LLC

- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

- (3) SEC Use Only

- (4) Citizenship or Place of Organization
Delaware

Number of (5) Sole Voting Power
0

Shares

Beneficially (6) Shared Voting Power

2,778,619

Owned by

Each (7) Sole Dispositive Power
0

Reporting

Person With: (8) Shared Dispositive Power
2,778,619

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,778,619

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

[]

(11) Percent of Class Represented by Amount in Row (9)
4.26%

(12) Type of Reporting Person (See Instructions)
00

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Millenco, LP

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization
Delaware

Number of (5) Sole Voting Power
0

Shares

Beneficially (6) Shared Voting Power
2,778,619

Owned by

Each (7) Sole Dispositive Power
0

Reporting

Person With: (8) Shared Dispositive Power
2,778,619

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,778,619

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

(11) Percent of Class Represented by Amount in Row (9)
4.26%

(12) Type of Reporting Person (See Instructions)
PN

- (1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Millennium Holding Group, L.P.

- (2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

- (3) SEC Use Only

- (4) Citizenship or Place of Organization

Delaware

Number of (5) Sole Voting Power
0

Shares

Beneficially (6) Shared Voting Power
2,778,619

Owned by

Each (7) Sole Dispositive Power
0

Reporting

Person With: (8) Shared Dispositive Power
2,778,619

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,778,619

- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

- (11) Percent of Class Represented by Amount in Row (9)
4.26%

- (12) Type of Reporting Person (See Instructions)
PN

(1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Millennium Management, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

(3) SEC Use Only

(4) Citizenship or Place of Organization

Delaware

Number of (5) Sole Voting Power
Shares 0

Beneficially (6) Shared Voting Power
Owned by 2,778,619

Each (7) Sole Dispositive Power
Reporting 0

Person With: (8) Shared Dispositive Power
2,778,619

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,778,619

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

(11) Percent of Class Represented by Amount in Row (9)
4.26%

(12) Type of Reporting Person (See Instructions)
00

- (1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Israel A. Englander

- (2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

- (3) SEC Use Only

- (4) Citizenship or Place of Organization

United States

Number of (5) Sole Voting Power
Shares 0

Beneficially (6) Shared Voting Power
Owned by 2,778,619

Each (7) Sole Dispositive Power
Reporting -----

Person With: (8) Shared Dispositive Power
2,778,619

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,778,619

- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

- (11) Percent of Class Represented by Amount in Row (9)
4.26%

- (12) Type of Reporting Person (See Instructions)
IN

This Amendment No. 1 (this "Amendment") amends the statement on Schedule 13G which was filed on July 10, 2003 (the "Schedule 13G") with respect to shares of common stock, par value \$0.001 per share (the "Common Stock") of AVANT Immunotherapeutics, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G. This Amendment amends and restates items 2, 4, 5, 8 and 10 in their entirety as set forth below.

- Item 2(a). Name of Person Filing
Item 2(b). Address of Principal Business Office
Item 2(c). Citizenship

The Riverview Group LLC
c/o Millennium Management, LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millenco, LP
c/o Millennium Management, LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Holding Group, L.P.
c/o Millennium Management, LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Millennium Management, LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: Delaware

Israel A. Englander
c/o Millennium Management, LLC
666 Fifth Avenue
New York, New York 10103
Citizenship: United States

- Item 2(d) Title of Class of Securities

Common Stock

- Item 2(e) CUSIP Number

053491106

- 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:

As of the date of this filing, each Reporting Person may be deemed the beneficial owner of (i) 2,333,920 shares of Common Stock held outright by The Riverview Group LLC, a Delaware limited liability company ("Riverview"), (ii) 444,444 shares of Common Stock currently issuable to Riverview upon the exercise of certain warrants and (iii) 255 shares of Common Stock held outright by Millenco, LP, a Delaware limited partnership ("Millenco").

Note: The sole member of Riverview is Millennium Holding Group, L.P., a Delaware limited partnership ("Holding"). Millennium Management, LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of Holding and Millenco. Israel A. Englander ("Mr. Englander") is the sole managing member of Millennium Management. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of any shares of Common Stock owned by another Reporting Person.

Note: Millennium Partners, L.P., a Cayman Islands limited partnership ("Partners"), is a limited partner of Holding. As a limited partner, Partners has no investment or voting control over Holding or its securities positions. Therefore, this Amendment no longer includes Partners as a Reporting Person.

(b) Percent of Class:

Approximately 4.26% as of the date of this filing. (Based on the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2003, there were 64,706,069 shares of Common Stock issued and outstanding as of November 4, 2003. In addition, Riverview holds the warrants to purchase 444,444 shares of Common Stock referred to in Item 4(a) above.)

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

- (i) Sole power to vote or to direct the vote:
0
- (ii) Shared power to vote or to direct the vote
2,778,619
- (iii) Sole power to dispose or to direct the disposition of
0
- (iv) Shared power to dispose or to direct the disposition of
2,778,619

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 [X]

Item 8. Identification and Classification of Members of the Group

This statement is filed by:

- (i) Riverview;
- (ii) Millenco;
- (iii) Holding, as the sole member of Riverview;
- (iv) Millennium Management, as the general partner and investment advisor of Holding and Millenco; and
- (v) Mr. Englander, as the sole managing member of Millennium Management.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above 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.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 17, 2004

THE RIVERVIEW GROUP LLC

By: Millennium Holding Group, L.P.,
its sole member

By: Millennium Management, LLC
its general partner

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

MILLENNIUM, L.P.

By: Millennium Management, LLC
its general partner

By: /s/Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

MILLENNIUM HOLDING GROUP, L.P.

By: Millennium Management, LLC
its general partner

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

MILLENNIUM MANAGEMENT, LLC

By: /s/ Terry Feeney

Name: Terry Feeney
Title: Chief Operating Officer

By: /s/ Israel A. Englander

Israel A. Englander