

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

SCHEDULE 13D/A

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

QLT PhotoTherapeutics Inc.  
(formerly Quadra Logic Technologies Inc.)

-----  
(Name of Issuer)

Common Shares without par value

-----  
(Title of Class of Securities)

74730V-10-3

-----  
(CUSIP Number)

LOUIS L. HOYNES, JR., ESQ.  
Senior Vice President and General Counsel  
American Home Products Corporation  
5 Giralda Farms, Madison, N.J. 07940  
(201) 660-5000

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

April 19, 1996

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ] .

Check the following box if a fee is being paid with the statement [X].  
(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\*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 disclosures provided in a prior cover page.

The information required on 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. 74730V-10-3

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

American Home Products Corporation ("Parent")  
Tax I.D. 13-2526821

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) N/A  
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS\*  
N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2 (e)  
[ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

2,175,615 (including 500,000 Series C First Preference Shares which are convertible before December 22, 1999 including accrued but unpaid dividends into 1,141,732 Common Shares) (held by American Cyanamid Company ("ACY"), a subsidiary of Parent).

8. SHARED VOTING POWER

-0-

9. SOLE DISPOSITIVE POWER

2,175,615 (including 500,000 Series C First Preference Shares which are convertible before December 22, 1999 including accrued but unpaid dividends into 1,141,732 Common Shares) (held by American Cyanamid Company ("ACY"), a subsidiary of Parent).

10. SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,175,615

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
[ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.9%

14. TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

-----

The Statement on Schedule 13D (the "Original Statement"), dated December 1, 1994, for the event which occurred on November 21, 1994, filed by American Home Products Corporation, a Delaware corporation ("Parent"), and on behalf of AC Acquisition Corp., a Delaware corporation ("AC Acquisition") is hereby amended by this Amendment No. 1, dated April 22, 1996, to report the event which occurred on April 19, 1996 and to reflect certain changes in the information previously filed relating to the Common Shares, without par value (the "Common Shares") of QLT PhotoTherapeutics Inc. ("QLT"), a British Columbia corporation, formerly known as Quadra Logic Technologies Inc., which has its principal executive offices at 529 West 6th Avenue, Vancouver, British Columbia, Canada V5Z 4H5.

The Original Statement on Schedule 13D is hereby amended by deleting all references to "AC Acquisition Corp." as AC Acquisition Corp. has been merged with and into American Cyanamid Company ("ACY") pursuant to the consummation of the Agreement and Plan of Merger, dated August 17, 1994, as amended, among Parent, AC Acquisition Corp. and American Cyanamid Company and is no longer in existence. In addition, all references to "Quadra Logic" in the Original Statement shall be replaced by "QLT" to reflect the name change of the Issuer.

Item 4 of the Original Statement is hereby amended to add the following language after the first paragraph:

On April 19, 1996, Parent through its wholly-owned subsidiary ACY entered into an agreement with Nesbitt Burns of Vancouver, B.C., Canada to sell 1,000,000 Common Shares of the Company to Nesbitt Burns in a private transaction for U.S.\$14,985,600 which is scheduled to close on April 25, 1996.

Item 5 of the Original Statement is hereby amended by adding the following language after the first paragraph:

As of April 19, 1996, assuming that the contemplated sale of 1,000,000 Common Shares will close on or about April 25, 1996, Parent beneficially owns 2,175,615 (including 500,000 Series C First Preference Shares which are convertible before December 22, 1999 including accrued but unpaid dividends into 1,141,732 Common Shares) which are held by ACY.

Item 5(c) of the Original Statement is hereby amended by adding the following language after the first paragraph:

On April 19, 1996, Parent through its wholly-owned subsidiary ACY entered into an agreement with Nesbitt Burns of Vancouver, B.C., Canada to sell 1,000,000 Common Shares of the Company to Nesbitt Burns in a private transaction for U.S.\$14,985,600 or U.S.\$14.9856 per Common Share which is scheduled to close on April 25, 1996.

Item 6 of the Original Statement is hereby amended to add the following language at the beginning of the third sentence and deleting the word "There" at the beginning of such sentence:

"Except for the Letter Agreement attached hereto as Exhibit II, there"

Item 7 of the Original Statement is hereby amended to add the following language after the first paragraph:

Exhibit II Letter Agreement, dated April 19, 1996, from Nesbitt Burns to ACY regarding the terms of the sale.

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.

Dated: April 22, 1996

AMERICAN HOME PRODUCTS CORPORATION

By: /s/ John R. Considine  
John R. Considine  
Vice President - Finance

Attachment A

Executive Officers and Directors  
of  
American Home Products Corporation

The names and titles of the executive officers and the names of the directors of American Home Products Corporation and their business addresses and principal occupations are set forth below. If no address is given, the director's or executive officer's business address is that of American Home Products Corporation. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to American Home Products Corporation and each individual is a United States citizen.

Name and Business Address

EXECUTIVE OFFICERS	Position; Present Principal Occupation
John R. Stafford	Chairman, President and Chief Executive Officer
Robert G. Blount	Senior Executive Vice President
Fred Hassan	Executive Vice President
Stanley F. Barshay	Senior Vice President
Joseph J. Carr	Senior Vice President
Louis L. Hoynes, Jr.	Senior Vice President and General Counsel
William J. Murray	Senior Vice President
David M. Olivier	Senior Vice President
John R. Considine	Vice President - Finance
Paul J. Jones	Vice President and Comptroller
Rene R. Lewin	Vice President - Human Resources
David Lilley	Vice President (British Citizen)
Thomas M. Nee	Vice President - Taxes
DIRECTORS	
John R. Stafford	(as indicated above)
Robert G. Blount	(as indicated above)
Clifford L. Alexander, Jr. Alexander & Associates 400 C Street, N.E. Washington, D.C. 20002	President, Alexander & Associates Inc. (consulting firm specializing in workforce inclusiveness)
Frank A. Bennack, Jr. The Hearst Corporation 959 Eighth Avenue NY, NY 10019	President and Chief Executive Officer The Hearst Corporation (owns and operates communications media)
Robin Chandler Duke	National Chair, Population Action International
John D. Feerick Fordham University School of Law 140 West 62nd Street NY, NY 10023	Dean of Fordham University School of Law since 1982
Fred Hassan	(as indicated above)
John P. Mascotte 222 Purchase Street Suite 345 Rye, NY 10580	Retired (1995) Chairman and CEO of The Continental Corporation

Mary Lake Polan,  
M.D., Ph.D.  
Stanford University  
School of Medicine  
100 Pasteur Drive  
Stanford, CA 94305

Department Chair and Professor,  
Stanford University School of  
Medicine

John R. Torell III  
Torell Management Inc.  
767 Fifth Avenue  
46th Floor  
NY, NY 10017

Chairman, Torell Management Inc.  
(financial advisory company)

William Wrigley  
Wm. Wrigley Jr.  
Company  
410 North Michigan  
Avenue  
Chicago, Illinois  
60611

President, Chief Executive Officer  
and member of the Board,  
Wm. Wrigley Jr. Company  
(international manufacturer of  
chewing gum products)

Exhibit Index

Exhibit II Letter Agreement, dated April 19, 1996, from  
Nesbitt Burns to ACY regarding the terms of the  
sale.

Exhibit II

[On NESBITT BURNS Letterhead]

April 19, 1996

American Cyanamid Company  
5 Giralda Farms  
Madison, New Jersey 07940

Ladies and Gentlemen:

This is to confirm our purchase from you today, in a privately negotiated transaction not involving any public offering and not effected on any securities exchange, of 1,000,000 common shares (the "Shares") of QLT PhotoTherapeutics Inc. ("QLT"), formerly Quadra Logic Technologies Inc., for a total of U.S.\$14,985,600 (the "Purchase Price"), net to you, to be settled on Thursday, April 25, 1996 by your delivery to our counsel, Davis & Company, 2800 Park Place, 666 Burrard Street, Vancouver, BC V6C2Z7, Attention: Albert J. Hudec, Esq., of share certificates with properly endorsed stock powers against delivery to you of notification by Chemical Bank that it has received the Purchase Price for your account by wire transfer in same day funds to:

Bank: Chemical Bank  
ABA: XXXXXXXXXX  
Acct.: XXXXXXXXXX  
Name: American Cyanamid Company  
Ref: QLT Proceeds

It is understood that you may be regarded as an affiliate of QLT for purposes of the United States Securities Act of 1933, as amended (the "1933 Act"). Accordingly, neither we nor any person who purchases from us may reoffer or resell the Shares, or any of them, into the United States without effective registration under the 1933 Act with respect to such reoffer or resale or an applicable exemption therefrom. Also, we understand that QLT is not under any obligation to file a registration statement under the 1933 Act with respect to any such reoffer or resale. We hereby undertake not to make any reoffer or resale of the Shares in violation of the 1933 Act or applicable Canadian securities laws.

-2-

If the above correctly states our understanding, please execute and return to us by fax a copy of this letter.

Very truly yours,

NESBITT BURNS

By: /s/ Ken Copland  
Name: Ken Copland  
Title: Vice-Chairman

ACCEPTED AND AGREED TO:

AMERICAN CYANAMID COMPANY

By: /s/ Gerald A. Jibilian

Name: Gerald A. Jibilian  
Title: Vice President