

ACHILLION PHARMACEUTICALS INC

Form 3/A

August 22, 2014

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *RA CAPITAL
MANAGEMENT, LLC

(Last) (First) (Middle)

20 PARK PLAZA, SUITE 1200

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
09/30/2013

3. Issuer Name and Ticker or Trading Symbol

ACHILLION PHARMACEUTICALS INC [ACHN]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

10/04/2013

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, \$0.001 par value

11,657,061 ⁽¹⁾

I

See Footnote ⁽⁶⁾ ⁽⁷⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Call Option (right to buy)	Â (5)	01/18/2014	Common Stock	2,000,000 (2)	\$ 10	I	See Footnote (6) (7)
Call Option (obligation to sell)	Â (5)	01/18/2014	Common Stock	2,000,000 (2)	\$ 20	I	See Footnote (6) (7)
Call Option (right to buy)	Â (5)	01/18/2014	Common Stock	1,000,000 (3)	\$ 7.5	I	See Footnote (6) (7)
Call Option (obligation to sell)	Â (5)	01/18/2014	Common Stock	1,000,000 (3)	\$ 15	I	See Footnote (6) (7)
Call Option (right to buy)	Â (5)	01/17/2015	Common Stock	2,500,000 (4)	\$ 7.5	I	See Footnote (6) (7)
Call Option (obligation to sell)	Â (5)	01/17/2015	Common Stock	2,500,000 (4)	\$ 20	I	See Footnote (6) (7)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Â	Â X	Â	Â
Kolchinsky Peter 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Â	Â X	Â	Â
RA Capital Healthcare Fund LP 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Â	Â X	Â	Â

Signatures

/s/ Peter Kolchinsky Peter Kolchinsky, Manager of RA Capital Management, LLC	08/22/2014
_____ **Signature of Reporting Person	Date
/s/ Peter Kolchinsky Peter Kolchinsky, individually	08/22/2014
_____ **Signature of Reporting Person	Date
/s/ Peter Kolchinsky Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.	08/22/2014
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities include 8,944,255 shares held by RA Capital Healthcare Fund, L.P. (the "Fund") and 2,712,806 shares held in an account owned by Blackwell Partners, LLC (the "Blackwell Account").

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- (2) These options include 14,885 contracts held by the Fund and 5,115 contracts held in an account owned by the Blackwell Account. Each contract relates to 100 shares of Common Stock.
- (3) These options include 7,760 contracts held by the Fund and 2,240 contracts held in an account owned by the Blackwell Account. Each contract relates to 100 shares of Common Stock.
- (4) These options include 19,200 contracts held by the Fund and 5,800 contracts held in an account owned by the Blackwell Account. Each contract relates to 100 shares of Common Stock.
- (5) These options are exercisable at any time prior to their expiration.

RA Capital Management, LLC (the "Adviser") is the general partner of the Fund and the investment adviser of the Blackwell Account.

- (6) Peter Kolchinsky is the sole manager of the Adviser. In their respective capacities, each of Mr. Kolchinsky and the Adviser may be deemed to beneficially own the reported securities.

Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each of the Reporting Persons disclaims

- (7) beneficial ownership of the securities reported herein except to the extent of their respective pecuniary interests therein. The filing of this Form 4 shall not be construed as an admission that Mr. Kolchinsky or the Adviser is or was for the purposes of Section 16(a) of the Act, or otherwise, the beneficial owner of any of securities reported herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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