

ACHILLION PHARMACEUTICALS INC

Form 4

January 20, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

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

(Last) (First) (Middle)

C/O RA CAPITAL
MANAGEMENT, LLC, 20 PARK
PLAZA, SUITE 1200

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACHILLION
PHARMACEUTICALS INC
[ACHN]

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Former 10% Owner. See FN(1)(2)

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.001 par value	09/16/2013		S	91,801	D	\$ 7.5262	4,867,617 D (1) (2)
Common Stock, \$0.001 par value	09/17/2013		S	77,600	D	\$ 7.4226	4,959,418 D (1) (2)
	09/18/2013		S	2,328	D	\$ 7.48	5,037,018 D (1) (2)

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Common Stock, \$0.001 par value							
Common Stock, \$0.001 par value	09/20/2013	S	26,539	D	\$ 7.4035	5,039,346	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/23/2013	S	5,665	D	\$ 7.415	5,065,885	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/23/2013	S	27,783	D	\$ 7.4192	5,071,550	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/24/2013	S	77,600	D	\$ 7.3	5,099,333	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/24/2013	S	4,424	D	\$ 7.33	5,176,933	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/24/2013	S	49,354	D	\$ 7.345	5,181,357	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/24/2013	S	50,051	D	\$ 7.38	5,230,711	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/25/2013	S	135,800	D	\$ 7.26	5,280,762	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/27/2013	P	200,000	A	\$ 4	5,416,562	D <u>(1)</u> <u>(2)</u>
Common Stock, \$0.001 par value	09/27/2013	P	400,000	A	\$ 4	5,216,562	D <u>(1)</u> <u>(2)</u>
	09/30/2013	P	1,552,000	A	\$ 3.5	4,816,562	D <u>(1)</u> <u>(2)</u>

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Common
Stock,
\$0.001
par value

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RA CAPITAL MANAGEMENT, LLC C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Former 10% Owner. See FN(1)(2)
RA Capital Healthcare Fund LP C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	X
Kolchinsky Peter C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	X

Signatures

/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC

01/20/2015

__Signature of Reporting Person

Date

/s/ Peter Kolchinsky, individually

01/20/2015

__Signature of Reporting Person

Date

/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.

01/20/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) The reported securities are owned by RA Capital Healthcare Fund, L.P. (the "Fund"). RA Capital Management, LLC (the "Adviser") is the general partner of the Fund, and Peter Kolchinsky is the sole manager of the Adviser. The Adviser and Mr. Kolchinsky disclaim beneficial ownership of the reported securities in reliance on Rule 16a-1(a)(1)(v) and (vii), respectively, and therefore disclaim any obligation to report ownership of the reported securities other than on behalf of the Fund. The filing of this Form 4 shall not be construed as an admission that either the Adviser or Mr. Kolchinsky is or was, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any of the securities reported herein. The number of shares reported in Column 5 of Table I and the number of options reported in Column 9 of Table II reflect the number of shares or options, as applicable, beneficially owned by the Fund as of the filing date of this Form 4.

(2) On July 15, 2013, the Fund became a beneficial owner of more than ten percent of the outstanding shares the issuer's common stock and therefore became subject to Section 16 of the Securities Exchange Act of 1934. On September 23, 2014, the Fund ceased to be a beneficial owner of more than ten percent of the outstanding shares the issuer's common stock and ceased to be subject to Section 16.

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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