

ACHILLION PHARMACEUTICALS INC

Form 4

October 16, 2013

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)
10/14/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____X____ Other (specify
below)

See Footnotes (1)-(9)

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	10/14/2013		P	81,200 (1)	A \$ 2.755 16,986,971	I	See Footnotes (10) (11)
Common Stock, \$0.001 par value	10/14/2013		P	13,200 (2)	A \$ 2.765 17,000,171	I	See Footnotes (10) (11)
	10/14/2013		P		A 17,475,870	I	

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Common Stock, \$0.001 par value			475,699 (3)	\$	2.7718			See Footnotes (10) (11)
Common Stock, \$0.001 par value	10/14/2013	P	230,100 (4)	A	\$ 2.775	17,705,970	I	See Footnotes (10) (11)
Common Stock, \$0.001 par value	10/14/2013	P	950,000 (5)	A	\$ 2.7895	18,655,970	I	See Footnotes (10) (11)
Common Stock, \$0.001 par value	10/14/2013	P	206,000 (6)	A	\$ 2.8	18,861,970	I	See Footnotes (10) (11)
Common Stock, \$0.001 par value	10/14/2013	P	369,900 (7)	A	\$ 2.8352	19,231,870	I	See Footnotes (10) (11)
Common Stock, \$0.001 par value	10/14/2013	P	43,130 (8)	A	\$ 2.854	19,275,000 (9)	I	See Footnotes (10) (11)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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		X		See Footnotes (1)-(9)
Kolchinsky Peter C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116		X		See Footnotes (1)-(9)
RA Capital Healthcare Fund LP C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116		X		See Footnotes (1)-(9)

Signatures

/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC	10/16/2013
____Signature of Reporting Person	Date
/s/ Peter Kolchinsky, individually	10/16/2013
____Signature of Reporting Person	Date
/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.	10/16/2013
____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 securities purchased include 63,743 shares for RA Capital Healthcare Fund, L.P. (the "Fund") and 17,457 shares for an account owned by Blackwell Partners, LLC (the "Blackwell Account").
- (2) The securities purchased include 10,363 shares for the Fund and 2,837 shares for the Blackwell Account.
- (3) The securities purchased include 373,424 shares for the Fund and 102,275 shares for the Blackwell Account.
- (4) The securities purchased include 180,633 shares for the Fund and 49,467 shares for the Blackwell Account.
- (5) The securities purchased include 745,752 shares for the Fund and 204,248 shares for the Blackwell Account.
- (6) The securities purchased include 161,713 shares for the Fund and 44,287 shares for the Blackwell Account.
- (7) The securities purchased include 290,373 shares for the Fund and 79,527 shares for the Blackwell Account.
- (8) The securities purchased include 33,844 shares for the Fund and 9,286 shares for the Blackwell Account.
- (9) Following the transactions set forth on Table I above, 14,899,145 shares are held by the Fund, and 4,375,855 shares are held in the Blackwell Account.
- RA Capital Management, LLC (the "Adviser") is the general partner of the Fund and the investment adviser of the Blackwell Account.
- (10) 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.
- (11)

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