ACHILLION PHARMACEUTICALS INC
Form 3/A
August 22, 2014

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

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

(Last) (First) (Middle)

20 PARK PLAZA, SUITE 1200

(Street)

BOSTON,Â MAÂ 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 (give title below) _____ Other (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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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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	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,Â MAÂ 02116	Â	Â X	Â	Â
Kolchinsky Peter 20 PARK PLAZA, SUITE 1200 BOSTON,Â MAÂ 02116	Â	Â X	Â	Â
RA Capital Healthcare Fund LP 20 PARK PLAZA, SUITE 1200 BOSTON,Â MAÂ 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").

(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.

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

(7) 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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