

ACHILLION PHARMACEUTICALS INC

Form 8-K

February 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 11, 2015**

**Achillion Pharmaceuticals, Inc.**

**(Exact name of Registrant as Specified in Charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-33095**  
**(Commission**

**File Number)**

**52-2113479**  
**(IRS Employer**

**Identification No.)**

**300 George Street**

**New Haven, CT**

**06511**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (203) 624-7000**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 11, 2015, Achillion Pharmaceuticals, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Leerink Partners LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein (collectively, the Underwriters), relating to an underwritten public offering of 12,000,000 shares (the Underwritten Shares) of the Company's common stock, par value \$0.001 per share (the Common Stock). All of the Underwritten Shares are being sold by the Company. The offering price of the Underwritten Shares to the public is \$10.25 per share, and the Underwriters have agreed to purchase the Underwritten Shares from the Company pursuant to the Underwriting Agreement at a price of \$9.635 per share. After underwriting discounts and commissions and estimated offering expenses, the Company expects to receive net proceeds from the offering of approximately \$115.3 million. Under the terms of the Underwriting Agreement, the Company has granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 1,800,000 shares of Common Stock (the Option Shares) and together with the Underwritten Shares, the Shares) at the public offering price less the underwriting discounts and commissions.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions.

The Underwritten Shares and any Option Shares will be issued pursuant to a registration statement on Form S-3 (File No. 333-194410). A prospectus supplement relating to the offering has been filed with the Securities and Exchange Commission. The closing of the offering is expected to take place on February 18, 2015, subject to customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Company, relating to the Shares is attached as Exhibit 5.1 hereto.

**Item 8.01. Other Events.**

The Company issued a press release on February 11, 2015 announcing the pricing of the underwritten public offering. The press release is attached as Exhibit 99.1, and the information contained therein is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>                                                                                                                                                                               |
|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1        | Underwriting Agreement, dated February 11, 2015, by and among the Company, Leerink Partners LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein. |
| 5.1        | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated February 12, 2015.                                                                                                                   |
| 23.1       | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included as part of Exhibit 5.1).                                                                                                          |
| 99.1       | Press Release of the Company, dated February 11, 2015.                                                                                                                                           |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Achillion Pharmaceuticals, Inc.**

Date: February 12, 2015

By: /s/ Mary Kay Fenton  
Mary Kay Fenton  
Chief Financial Officer

**Exhibit Index**

**Exhibit**

| <b>No.</b> | <b>Description</b>                                                                                                                                                                               |
|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1        | Underwriting Agreement, dated February 11, 2015, by and among the Company, Leerink Partners LLC and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein. |
| 5.1        | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated February 12, 2015.                                                                                                                   |
| 23.1       | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included as part of Exhibit 5.1).                                                                                                          |
| 99.1       | Press Release of the Company, dated February 11, 2015.                                                                                                                                           |