

ACHILLION PHARMACEUTICALS INC

Form 4

September 23, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2014

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 below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)		
			Code	V	Amount or Price				
Common Stock, \$0.001 par value	09/19/2014		S		327,713 ⁽¹⁾	D	\$ 11.6534 12,672,287	I	See Footnotes <u>(12)</u> <u>(13)</u>
Common Stock, \$0.001 par value	09/19/2014		S		16,387 ⁽²⁾	D	\$ 11.6707 12,655,900	I	See Footnotes <u>(12)</u> <u>(13)</u>
Common Stock, \$0.001	09/19/2014		S		5,900 ⁽³⁾	D	\$ 11.8387 12,650,000	I	See Footnotes <u>(12)</u> <u>(13)</u>

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par value									
Common Stock, \$0.001 par value	09/19/2014	S	814,860 <u>(4)</u>	D	\$ 11.5	11,835,140	I	See Footnotes (12) (13)	
Common Stock, \$0.001 par value	09/22/2014	S	335,140 <u>(5)</u>	D	\$ 11.0833	11,500,000	I	See Footnotes (12) (13)	
Common Stock, \$0.001 par value	09/22/2014	S	50,000 <u>(6)</u>	D	\$ 11.0884	11,450,000	I	See Footnotes (12) (13)	
Common Stock, \$0.001 par value	09/22/2014	S	60,549 <u>(7)</u>	D	\$ 11.0908	11,389,451	I	See Footnotes (12) (13)	
Common Stock, \$0.001 par value	09/23/2014	S	11,783 <u>(8)</u>	D	\$ 11.1014	11,377,668	I	See Footnotes (12) (13)	
Common Stock, \$0.001 par value	09/23/2014	S	655,239 <u>(9)</u>	D	\$ 11.1098	10,722,429	I	See Footnotes (12) (13)	
Common Stock, \$0.001 par value	09/23/2014	S	317,500 <u>(10)</u>	D	\$ 11.0193	10,404,929 <u>(11)</u>	I	See Footnotes (12) (13)	

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

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SEC 1474
(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)	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
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(Instr. 3,
4, and 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code V (A) (D)				

Reporting Owners

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

Signatures

/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC	09/23/2014
__Signature of Reporting Person	Date
/s/ Peter Kolchinsky, individually	09/23/2014
__Signature of Reporting Person	Date
/s/ Peter Kolchinsky, Manager of RA Capital Management, LLC, the General Partner of RA Capital Healthcare Fund, L.P.	09/23/2014
__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 sold include 268,725 shares for by RA Capital Healthcare Fund, L.P. (the "Fund") and 58,988 shares for an account owned by Blackwell Partners, LLC (the "Blackwell Account").
- (2) The securities sold include 13,438 shares for the Fund and 2,949 shares for an account owned by the Blackwell Account.
- (3) The securities sold include 4,838 shares for the Fund and 1,062 shares for an account owned by the Blackwell Account.
- (4) The securities sold include 668,186 shares for the Fund and 146,674 shares for an account owned by the Blackwell Account.
- (5) The securities sold include 274,815 shares for the Fund and 60,325 shares for an account owned by the Blackwell Account.
- (6) The securities sold include 41,000 shares for the Fund and 9,000 shares for an account owned by the Blackwell Account.
- (7) The securities sold include 49,651 shares for the Fund and 10,898 shares for an account owned by the Blackwell Account.
- (8) The securities sold include 9,662 shares for the Fund and 2,121 shares for an account owned by the Blackwell Account.
- (9) The securities sold include 537,296 shares for the Fund and 117,943 shares for an account owned by the Blackwell Account.

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- (10) The securities sold include 260,350 shares for the Fund and 57,150 shares for an account owned by the Blackwell Account.
- (11) Following the transactions set forth on Table I above 7,854,601 shares are held by the Fund, and 2,550,328 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.
- (12) 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.
- (13) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.