

ACHILLION PHARMACEUTICALS INC
 Form 3/A
 January 20, 2015

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 * 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. Date of Event Requiring Statement (Month/Day/Year) 07/15/2013	3. Issuer Name and Ticker or Trading Symbol ACHILLION PHARMACEUTICALS INC [ACHN]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 10/04/2013	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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	6,842,944	D <u>(1)</u> <u>(2)</u>	

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Call Option (right to buy)	Â (3)	01/18/2014	Common Stock	743,500 (4)	\$ 10	D (1) (2)	Â
Call Option (obligation to sell)	Â (3)	01/18/2014	Common Stock	743,500 (4)	\$ 20	D (1) (2)	Â
Call Option (right to buy)	Â (3)	01/18/2014	Common Stock	745,000 (5)	\$ 10	D (1) (2)	Â
Call Option (obligation to sell)	Â (3)	01/18/2014	Common Stock	745,000 (5)	\$ 20	D (1) (2)	Â
Call Option (right to buy)	Â (3)	01/17/2015	Common Stock	384,000 (6)	\$ 7.5	D (1) (2)	Â
Call Option (obligation to sell)	Â (3)	01/17/2015	Common Stock	384,000 (6)	\$ 20	D (1) (2)	Â
Call Option (right to buy)	Â (3)	01/17/2015	Common Stock	384,000 (6)	\$ 7.5	D (1) (2)	Â
Call Option (obligation to sell)	Â (3)	01/17/2015	Common Stock	384,000 (6)	\$ 20	D (1) (2)	Â
Call Option (right to buy)	Â (3)	01/17/2015	Common Stock	768,000 (7)	\$ 7.5	D (1) (2)	Â
Call Option (obligation to sell)	Â (3)	01/17/2015	Common Stock	768,000 (7)	\$ 20	D (1) (2)	Â

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	Â	Â X	Â	Â
RA Capital Healthcare Fund LP C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Â	Â X	Â	Â
Kolchinsky Peter C/O RA CAPITAL MANAGEMENT, LLC 20 PARK PLAZA, SUITE 1200 BOSTON, MA 02116	Â	Â X	Â	Â

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 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) 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 3/A 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.

(2) This amendment is being filed to report the Fund's holdings as of July 15, 2013, the date on which the Fund became the beneficial owner of more than 10% of the issuer's outstanding common stock. This amendment reports all equity securities of the issuer beneficially owned by the Fund as of the time the Fund became subject to Section 16.

(3) These options are exercisable at any time prior to their expiration.

(4) These options reflect an "option spread" strategy pursuant to which the Fund simultaneously (1) purchased 7,435 call option contracts, each representing a right to purchase 100 shares of the issuer's common stock at \$10.00 per share and (2) sold 7,435 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$20.00 per share.

(5) These options reflect an "option spread" strategy pursuant to which the Fund simultaneously (1) purchased 7,450 call option contracts, each representing a right to purchase 100 shares of the issuer's common stock at \$10.00 per share and (2) sold 7,450 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$20.00 per share.

(6) These options reflect an "option spread" strategy pursuant to which the Fund simultaneously (1) purchased 3,840 call option contracts, each representing a right to purchase 100 shares of the issuer's common stock at \$7.50 per share and (2) sold 3,840 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$20.00 per share.

(7) These options reflect an "option spread" strategy pursuant to which the Fund simultaneously (1) purchased 7,680 call option contracts, each representing a right to purchase 100 shares of the issuer's common stock at \$7.50 per share and (2) sold 7,680 call option contracts, each representing an obligation to sell 100 shares of the issuer's common stock at \$20.00 per share.

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.