## Edgar Filing: ACHILLION PHARMACEUTICALS INC - Form 3

### ACHILLION PHARMACEUTICALS INC

Form 3

August 21, 2008

## 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 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol Requiring Statement ACHILLION PHARMACEUTICALS INC [ACHN] Moorin Jay (Month/Day/Year) 08/12/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O PROQUEST (Check all applicable) INVESTMENTS, Â 90 NASSAU STREET, 5TH FLOOR Director \_X\_\_ 10% (Street) Owner 6. Individual or Joint/Group Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting PRINCETON, Â NJÂ 08542-4520 \_X\_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned (Instr. 4) Ownership Ownership (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (I) (Instr. 5) Common Stock 3,227,306 Ι See footnote (1)Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Conversion or Exercise Price of	Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrants	08/12/2008	08/12/2015	Common Stock	806,827	\$ 3.53	I	See footnote (2)
Unit Warrants	02/12/2009	08/12/2009	See footnote (3)	1,385,195	\$ 2.82	I	See footnote (4)

# **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Moorin Jay C/O PROQUEST INVESTMENTS 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520	Â	ÂX	Â	Â		
SCHREIBER ALAIN C/O PROQUEST INVESTMENTS 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520	Â	ÂX	Â	Â		
ProQuest Investments IV, L.P. 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520	Â	ÂX	Â	Â		
ProQuest Associates IV LLC 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520	Â	ÂX	Â	Â		
Signatures						

# Signatures

/s/ Pasquale De Angelis as Attorney-in-Fact 08/20/2008

\*\*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).
  - Of such shares: 1,075,769 are owned by ProQuest Investments III, L.P. ("Investments III"), of which ProQuest Associates III LLC ("Associates III") is the general partner, and 2,151,537 are owned by ProQuest Investments IV, L.P. ("Investments IV"), of which
- (1) ProQuest Associates IV LLC ("Associates IV") is the general partner. Jay Moorin and Alain Schreiber are managing members of Associates III and Associates IV. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's pecuniary interest in such securities.
- (2) Of such warrants: 268,942 are owned by Investments III, and 537,885 are owned by Investments IV. Pursuant to a Securities Purchase Agreement, the Reporting Persons are not permitted to exercise any warrants, if, upon such exercise, the number of shares of Common Stock beneficially owned by the Reporting Person would exceed 19.99% of the number of shares of Common Stock then issued and outstanding, unless and until such limitation is no longer required by applicable NASDAQ Marketplace Rules. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's pecuniary interest in such

Reporting Owners 2

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securities.

- The Unit Warrants are exercisable for Units, which consist of one share of Common Stock plus a warrant to purchase 0.25 shares of (3) Common Stock. The Unit Warrants are exercisable for a minimum of \$1,000,000.00 worth of Units per exercise. The warrants underlying the Unit Warrants will, upon exercise, be immediately exercisable at a price of \$3.53 per share and will expire on 08/12/2015.
  - Of such Unit Warrants: Unit Warrants consisting of 369,385 shares of Common Stock and warrants to purchase 92,346 shares of Common Stock are owned by Investments III, and Unit Warrants consisting of 738,771 shares of Common Stock and warrants to purchase 184,693 shares of Common Stock are owned by Investments IV. Pursuant to a Securities Purchase Agreement, the Reporting
- (4) Persons are not permitted to exercise any Unit Warrants, if, upon such exercise, the number of shares of Common Stock beneficially owned by the Reporting Person would exceed 19.99% of the number of shares of Common Stock then issued and outstanding, unless and until such limitation is no longer required by applicable NASDAQ Marketplace Rules. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's pecuniary interest in such securities.

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.