

Edgar Filing: ACHILLION PHARMACEUTICALS INC - Form SC 13G

ACHILLION PHARMACEUTICALS INC
Form SC 13G
February 14, 2007

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)

ACHILLION PHARMACEUTICALS, INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

00448Q201
(CUSIP Number)

December 31, 2006
(Date of Event Which Requires Filing of this Statement)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS SCHEDULE IS FILED:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

CUSIP No. 00448Q201

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SCHRODER VENTURE MANAGERS LIMITED

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER --0--

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6. SHARED VOTING POWER 1,773,175
7. SOLE DISPOSITIVE POWER --0--
8. SHARED DISPOSITIVE POWER 1,773,175
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,773,175
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11.4%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
OO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
SCHRODER VENTURE MANAGERS INC.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
NEW YORK
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER --0--
6. SHARED VOTING POWER 1,773,175
7. SOLE DISPOSITIVE POWER --0--
8. SHARED DISPOSITIVE POWER 1,773,175
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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SCHRODER VENTURES INTERNATIONAL LIFE SCIENCES FUND II L.P.1

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER --0--

6. SHARED VOTING POWER 1,773,175

7. SOLE DISPOSITIVE POWER --0--

8. SHARED DISPOSITIVE POWER 1,773,175

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11.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 00448Q201

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SCHRODER VENTURES INTERNATIONAL LIFE SCIENCES FUND II L.P.2

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER --0--

6. SHARED VOTING POWER 1,773,175

7. SOLE DISPOSITIVE POWER --0--

8. SHARED DISPOSITIVE POWER 1,773,175

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11.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SCHRODER VENTURES INTERNATIONAL LIFE SCIENCES FUND II L.P.3

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER --0--

6. SHARED VOTING POWER 1,773,175

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7. SOLE DISPOSITIVE POWER --0--
8. SHARED DISPOSITIVE POWER 1,773,175
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,773,175
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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
11.4%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
SCHRODER VENTURES INTERNATIONAL LIFE SCIENCES FUND II STRATEGIC PARTNERS L.P.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a) []
(b) []
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER --0--
6. SHARED VOTING POWER 1,773,175
7. SOLE DISPOSITIVE POWER --0--
8. SHARED DISPOSITIVE POWER 1,773,175
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11.4%

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12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SITCO NOMINEES LTD. VC 01903 AS NOMINEE OF SCHRODER VENTURES
INTERNATIONAL LIFE SCIENCES FUND II GROUP CO-INVESTMENT SCHEME

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER --0--

6. SHARED VOTING POWER 1,773,175

7. SOLE DISPOSITIVE POWER --0--

8. SHARED DISPOSITIVE POWER 1,773,175

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,773,175

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SV (NOMINEES) LIMITED AS NOMINEE OF SCHRODER VENTURES INVESTMENTS
LIMITED

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

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(a) []

(b) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

GUERNSEY

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER --0--

6. SHARED VOTING POWER 1,773,175

7. SOLE DISPOSITIVE POWER --0--

8. SHARED DISPOSITIVE POWER 1,773,175

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,773,175

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11.4%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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ITEM 1(a). NAME OF ISSUER:

Achillion Pharmaceuticals, Inc. (the "Issuer")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

300 George Street
New Haven, CT 06511

ITEM 2(a). NAME OF PERSON FILING:

This statement is being filed by the following persons:

- (i) Schroder Ventures International Life Sciences Fund II L.P.1 ("SVILSF II LP1"), Schroder Ventures International Life Sciences Fund II L.P.2 ("SVILSF II LP2"), Schroder Ventures International Life Sciences Fund II L.P.3 ("SVILSF II LP3"), Schroder Ventures International Life Sciences Fund II Strategic Partners L.P. ("SVILSF II Strategic Partners"), SITCO Nominees Ltd. VC 01903 as Nominee of Schroder Ventures International Life Sciences Fund II Group Co-Investment Scheme ("SVILSF II

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Co-Investment") and SV (Nominees) Limited as Nominee of Schroder Ventures Investments Limited ("SVIL") (collectively, the "Funds"), direct owners of the shares of Common Stock of the Issuer;

(ii) Schroder Venture Managers Inc., a New York corporation ("SVMI"), and general partner of SVILSF II LP1, SVILSF II LP2, SVILSF II LP3, and SVILSF II Strategic Partners; and

(iii) Schroder Venture Managers Limited, a Bermuda limited company ("SVML"), and fund manager to SVMI.

Each of SVILSF II LP1, SVILSF II LP2, SVILSF II LP3, and SVILSF II Strategic Partners, SVILSF II Co-Investment, SVIL, SVMI and SVML are sometimes individually referred to herein as a "Reporting Person" and collectively as the "Reporting Persons."

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Address for SVILSF II LP1, SVILSF II LP2, SVILSF II LP3, and SVILSF II Strategic Partners, SVILSF II Co-Investment and SVIL, SVMI and SVML:

Schroder Administrative Services (Bermuda) Limited
22 Church Street
Hamilton HM 11 Bermuda

ITEM 2(c). CITIZENSHIP:

SVILSF II LP1 - Delaware

SVILSF II LP2 - Delaware

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SVILSF II LP3 - Delaware

SVILSF II Strategic Partners - Delaware

SVILSF II Co-Investment - Bermuda

SVIL - Guernsey

SVMI - New York

SVML - Bermuda

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.001 per share (the "Common Stock")

ITEM 2(e). CUSIP NUMBER:

00448Q201

ITEM 3. Not applicable.

ITEM 4. OWNERSHIP.

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Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item 1.

For SVILSF II LP1, SVILSF II LP2, SVILSF II LP3, and SVILSF II Strategic Partners, SVILSF II Co-Investment, SVIL, SVMI and SVML:

- (a) Amount beneficially owned: 1,773,175 shares of Common Stock
- (b) Percent of class: 11.4%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: --0--
 - (ii) Shared power to vote or to direct the vote: 1,773,175
 - (iii) Sole power to dispose or to direct the disposition of:
--0--
 - (iv) Shared power to dispose or to direct the disposition of:
1,773,175

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2007

Date

SCHRODER VENTURE MANAGERS INC.

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

SCHRODER VENTURE MANAGERS LIMITED

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director

Name/Title

CUSIP No. 00448Q201

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SCHRODER VENTURES INTERNATIONAL LIFE
SCIENCES FUND II L.P.1

By: Schroder Venture Managers, Inc.,
its General Partner

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

SCHRODER VENTURES INTERNATIONAL LIFE
SCIENCES FUND II L.P.2

By: Schroder Venture Managers, Inc.,
its General Partner

/s/ Scott Burns /s/ Deborah Speight

Signature

Edgar Filing: ACHILLION PHARMACEUTICALS INC - Form SC 13G

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

SCHRODER VENTURES INTERNATIONAL LIFE
SCIENCES FUND II L.P.3

By: Schroder Venture Managers, Inc.,
its General Partner

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

CUSIP No. 00448Q201

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SITCO NOMINEES LTD. VC 01903 AS NOMINEE
OF SCHRODER VENTURES INTERNATIONAL
LIFE SCIENCES FUND II GROUP CO-INVESTMENT SCHEME

By: SITCO Nominees Ltd. VC 01903

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director

Name/Title

SCHRODER VENTURES INTERNATIONAL LIFE
SCIENCES FUND II STRATEGIC PARTNERS L.P.

By: Schroder Venture Managers Inc.,
its General Partner

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

SV (NOMINEES) LIMITED AS NOMINEE OF
SCHRODER VENTURES INVESTMENTS LIMITED

By: SV (Nominees) Limited

/s/ Chris Cochrane

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Signature

Chris Cochrane, Authorized Signatory

Name/Title

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EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k) (1) under the Securities Exchange Act of 1934, as amended.

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Exhibit 1

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k) (1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

SCHRODER VENTURE MANAGERS INC.

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

SCHRODER VENTURE MANAGERS LIMITED

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director

Name/Title

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SCHRODER VENTURES INTERNATIONAL LIFE
SCIENCES FUND II L.P.1

By: Schroder Venture Managers, Inc.,
its General Partner

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

SCHRODER VENTURES INTERNATIONAL LIFE
SCIENCES FUND II L.P.2

By: Schroder Venture Managers, Inc.,
its General Partner

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

SCHRODER VENTURES INTERNATIONAL LIFE
SCIENCES FUND II L.P.3

By: Schroder Venture Managers, Inc.,
its General Partner

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

CUSIP No. 00448Q201

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SITCO NOMINEES LTD. VC 01903 AS NOMINEE
OF SCHRODER VENTURES INTERNATIONAL
LIFE SCIENCES FUND II GROUP CO-INVESTMENT SCHEME

By: SITCO Nominees Ltd. VC 01903

/s/ Scott Burns /s/ Deborah Speight

Signature

Edgar Filing: ACHILLION PHARMACEUTICALS INC - Form SC 13G

Scott Burns, Authorized Signatory Deborah Speight,
Director

Name/Title

SCHRODER VENTURES INTERNATIONAL LIFE
SCIENCES FUND II STRATEGIC PARTNERS L.P.

By: Schroder Venture Managers Inc.,
its General Partner

/s/ Scott Burns /s/ Deborah Speight

Signature

Scott Burns, Authorized Signatory Deborah Speight,
Director and Vice President

Name/Title

SV (NOMINEES) LIMITED AS NOMINEE OF
SCHRODER VENTURES INVESTMENTS LIMITED

By: SV (Nominees) Limited

/s/ Chris Cochrane

Signature

Chris Cochrane, Authorized Signatory

Name/Title