

ACHILLION PHARMACEUTICALS INC

Form 4

August 19, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
Deshpande Milind

(Last) (First) (Middle)

C/O ACHILLION  
PHARMACEUTICALS, 300  
GEORGE STREET

(Street)

NEW HAVEN, CT 06511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
ACHILLION  
PHARMACEUTICALS INC  
[ACHN]3. Date of Earliest Transaction  
(Month/Day/Year)  
08/18/20144. 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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 08/18/2014                              |   | M                                    | 16,250  | A \$ 4 16,250  | D  |   |
| Common<br>Stock                       | 08/18/2014                              |   | S                                    | 16,250  | D \$ 10 0  | D  |   |
| Common<br>Stock                       | 08/18/2014                              |   | M                                    | 15,950  | A \$ 1.05 15,950   | D  |   |
| Common<br>Stock                       | 08/18/2014                              |   | S                                    | 15,950  | D \$ 10 0  | D  |   |

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|              |            |   |         |   |         |         |   |
|--------------|------------|---|---------|---|---------|---------|---|
| Common Stock | 08/18/2014 | M | 60,000  | A | \$ 3.28 | 60,000  | D |
| Common Stock | 08/18/2014 | S | 60,000  | D | \$ 10   | 0       | D |
| Common Stock | 08/18/2014 | M | 124,424 | A | \$ 3.1  | 124,424 | D |
| Common Stock | 08/18/2014 | S | 124,424 | D | \$ 10   | 0       | D |

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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Employee Stock Option (Right to Buy)       | \$ 4   | 08/18/2014                           |  | M                              | 16,250  | <u>(1)</u> 12/20/2015                                    | Common Stock 16,250   |
| Employee Stock Option (Right to Buy)       | \$ 1.05  | 08/18/2014                           |  | M                              | 15,950  | <u>(2)</u> 12/15/2018                                    | Common Stock 15,950   |
| Employee Stock Option (Right to Buy)       | \$ 3.28  | 08/18/2014                           |  | M                              | 60,000  | <u>(3)</u> 12/18/2019                                    | Common Stock 60,000   |
| Employee Stock Option (Right to Buy)       | \$ 3.1   | 08/18/2014                           |  | M                              | 124,424   | <u>(4)</u> 12/16/2020                                    | Common Stock 124,424  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| Deshpande Milind<br>C/O ACHILLION PHARMACEUTICALS<br>300 GEORGE STREET<br>NEW HAVEN, CT 06511 | X             |           | President and CEO |       |

## Signatures

/s/ Milind

Deshpande

08/19/2014

\*\*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) This option was granted on December 20, 2005 and vested over a four year period with 25% of the shares vesting on the first anniversary of the date of grant and an additional 6.25% vesting at the end of each three-month period thereafter.
  - (2) This option was granted on December 15, 2008 and vested over a four year period with 25% of the shares vesting on the first anniversary of the date of grant and an additional 6.25% vesting at the end of each three-month period thereafter.
  - (3) This option was granted on December 18, 2009 and vested over a four year period with 25% of the shares vesting on the first anniversary of the date of grant and an additional 6.25% vesting at the end of each three-month period thereafter.
  - (4) This option was granted on December 16, 2010 and vests over a four year period with 25% of the shares vesting on the first anniversary of the date of grant and an additional 6.25% vesting at the end of each three-month period thereafter.

### Remarks:

The transactions reported on this Form 4 were executed pursuant to a Rule 10b5-1 trading plan adopted by Mr. Deshpande on

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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