

HUMAN GENOME SCIENCES INC
 Form 3
 August 01, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GLAXOSMITHKLINE PLC | | (Month/Day/Year) | HUMAN GENOME SCIENCES INC [HGSI] | |
| (Last) | (First) | (Middle) | 07/30/2012 | |
| 980 GREAT WEST ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| BRENTFORD,Â X0Â TW8 9GS | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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, par value \$0.01 per share | 158,660,878 | I <u>(1)</u> | See Explanation of Responses <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 (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GLAXOSMITHKLINE PLC 980 GREAT WEST ROAD BRENTFORD, X0 TW8 9GS | Â X | Â X | Â | Â |

Signatures

/s/ Victoria Whyte, Victoria Whyte, Company Secretary,
GlaxoSmithKline plc

08/01/2012

__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 Reporting Person is filing this Form 3 on behalf of itself and on behalf of H. Acquisition Corp. ("HAC"), an indirect wholly owned subsidiary of the Reporting Person, with principal executive offices located at One Franklin Plaza (FP 2355), 200 N. 16th Street, Philadelphia, PA 19102. Of the shares of common stock to which this Form 3 relates, 53,251 were previously owned by the Reporting Person or its subsidiaries, and 158,607,627 were acquired by HAC for \$14.25 per share, in a tender offer for all outstanding shares of common stock of Human Genome Sciences, Inc. ("HGS"), upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 10, 2012, which was annexed to and filed with the Schedule TO filed by the Reporting Person with the Securities and Exchange Commission on May 10, 2012, as amended and supplemented from time to time (the "Offer"). An additional 9,155,762 shares were tendered in the Offer pursuant to guaranteed delivery procedures.

(2) Pursuant to the Agreement and Plan of Merger dated as of July 16, 2012, by and among the Reporting Person, HAC and HGS, following the closing of the Offer, the Reporting Person was entitled to designate a number of directors of HGS, equal to the product of the total number of directors on HGS's board of directors and the percentage that the number of shares beneficially owned by the Reporting Person and its subsidiaries bore to the total number of shares outstanding. On July 30, 2012, following the closing of the Offer, all of the directors of HGS resigned from the HGS board of directors, other than Argeris N. Karabelas, Augustine Lawlor and Gregory Norden, and such remaining directors of HGS appointed Deirdre Connelly, Roger Connor, Chester Koczynski, Adrian Rawcliffe, David Redfern, Ian Tomlinson and Daniel Troy, each of whom was designated by the Reporting Person, to the HGS board of directors. Each of the foregoing individuals is an employee of the Reporting Person.

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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