

INFINITY PHARMACEUTICALS, INC.

Form 4

September 05, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer 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 \*  
Palombella Vito J.

(Last) (First) (Middle)

C/O INFINITY  
PHARMACEUTICALS, INC., 780  
MEMORIAL DRIVE

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INFINITY PHARMACEUTICALS, INC. [INFI]

3. Date of Earliest Transaction (Month/Day/Year)  
09/03/2014

4. 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)  
Chief Scientific Officer

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 09/03/2014                           |  | M <sup>(1)</sup>               | 7,105 A   | \$ 2.04 7,105   | D  |   |
| Common Stock                    | 09/03/2014                           |  | M <sup>(1)</sup>               | 2,367 A   | \$ 2.04 9,472   | D  |   |
| Common Stock                    | 09/03/2014                           |  | S <sup>(1)</sup>               | 9,472 D   | \$ 15.39 0  | D  |   |
| Common Stock                    |                                      |  |                                |   | 6,388.4404  | I  | By 401k   |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy)                | \$ 2.04  | 09/03/2014                           |  | M <sup>(2)</sup>               | 7,105   | 05/10/2005 <sup>(3)</sup> 05/10/2015                     | Common Stock  | 7,105                      |
| Stock Option (right to buy)                | \$ 2.04  | 09/03/2014                           |  | M <sup>(2)</sup>               | 2,367   | 05/10/2005 <sup>(3)</sup> 05/10/2015                     | Common Stock  | 2,367                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Palombella Vito J.<br>C/O INFINITY PHARMACEUTICALS, INC.<br>780 MEMORIAL DRIVE<br>CAMBRIDGE, MA 02139 |               |           | Chief Scientific Officer |       |

## Signatures

/s/ Vito J.  
Palombella 09/05/2014

\*\*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) The acquisition and disposition reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2013.

(2) The disposition reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2013.

This stock option was granted under the issuer's Pre-Merger Stock Incentive Plan, which permits the early exercise of unvested stock options in exchange for shares of restricted stock that are subject to a right of repurchase by the issuer that lapses in accordance with the vesting schedule of the original option. This option is fully vested.

(3) 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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