

ACHILLION PHARMACEUTICALS INC  
 Form 3  
 August 20, 2008

**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 * Â Clarus Lifesciences II, L.P. (Last) (First) (Middle)  C/O CLARUS VENTURES, LLC, Â 101 MAIN STREET, SUITE 1210 (Street)  CAMBRIDGE, Â MA Â 02142 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/13/2008	3. Issuer Name and Ticker or Trading Symbol ACHILLION PHARMACEUTICALS INC [ACHN]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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**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	5,163,689 <u>(1)</u> <u>(2)</u>	D	Â

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

SEC 1473 (7-02)

**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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Warrant (right to buy)	08/13/2008	08/13/2015	Common Stock	1,290,922 <u>(1) (2)</u>	\$ 3.53	D	Â
Unit Warrant	02/13/2009	08/13/2009	Common Stock <u>(3)</u>	2,216,313	\$ <u>(3)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clarus Lifesciences II, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Clarus Ventures II GP, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Clarus Ventures II, LLC C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
LIPTAK ROBERT C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Simon Nicholas C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
HENNER DENNIS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
GALAKATOS NICHOLAS C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â
Leiden Jeffrey C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	Â	Â X	Â	Â

WHEELER KURT  
 C/O CLARUS VENTURES, LLC     ^     ^ X     ^     ^  
 101 MAIN STREET, SUITE 1210  
 CAMBRIDGE, MA 02142

STEINMETZ MICHAEL  
 C/O CLARUS VENTURES, LLC     ^     ^ X     ^     ^  
 101 MAIN STREET, SUITE 1210  
 CAMBRIDGE, MA 02142

## Signatures

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P., general partner of Clarus Lifesciences II, L.P.	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P.	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak, Manager of Clarus Ventures II, LLC	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak, as attorney-in-fact for Nicholas Simon	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak, as attorney-in-fact for Dennis Henner	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak, as attorney-in-fact for Nicholas Galakatos	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak, as attorney-in-fact for Jeffrey Leiden	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak, as attorney-in-fact for Kurt Wheeler	08/20/2008
__Signature of Reporting Person	Date
/s/ Robert Liptak, as attorney-in-fact for Michael Steinmetz	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).  
 Securities held of record by Clarus Lifesciences II, L.P. ("Clarus"). Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of (1) all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLLC disclaims beneficial ownership of all shares held of record by Clarus in which it does not have an actual pecuniary interest.  
 (2) Each of Messrs. Galakatos, Henner, Leiden, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of Messrs. Galakatos, Henner, Leiden, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which he does not have an actual

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pecuniary interest.

- (3) The reported securities are included within a Unit Warrant purchased by Clarus for \$95,124.13. Clarus has the right to purchase 1,773,050 Units. Each Unit consists of (i) one share of Common Stock, par value \$0.001 per share of the Company and (ii) a warrant to purchase 0.25 shares of Common Stock. The exercise price of the Unit Warrant is \$2.82 per Unit, and the exercise price of the warrant to purchase Common Stock underlying the Unit Warrant is \$3.53 per share.

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.