

ACHILLION PHARMACEUTICALS INC

Form 4

August 15, 2014

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KISHBAUCH MICHAEL D**

(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)  
**08/15/2014**

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/15/2014		M		150,000	A	\$ 4.82
Common Stock	08/15/2014		S		150,000	D	\$ 9.36
Common Stock	08/15/2014		M		158,000	A	\$ 1.05
Common Stock	08/15/2014		S		158,000	D	\$ 9.36

Edgar Filing: ACHILLION PHARMACEUTICALS INC - Form 4

Common Stock	08/15/2014	M	133,125	A	\$ 3.28	133,125	D
Common Stock	08/15/2014	S	133,125	D	\$ 9.36	0	D
Common Stock	08/15/2014	M	54,687	A	\$ 7.59	54,687	D
Common Stock	08/15/2014	S	54,687	D	\$ 9.75	0	D

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

**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.**

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)	\$ 4.82	08/15/2014		M	150,000	<u>(1)</u> 12/14/2017	Common Stock 150,000
Employee Stock Option (Right to Buy)	\$ 1.05	08/15/2014		M	158,000	<u>(2)</u> 12/15/2018	Common Stock 158,000
Employee Stock Option (Right to Buy)	\$ 3.28	08/15/2014		M	133,125	<u>(3)</u> 12/18/2019	Common Stock 133,125
Employee Stock Option (Right to Buy)	\$ 7.59	08/15/2014		M	54,687	<u>(4)</u> 12/12/2021	Common Stock 54,687

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
KISHBAUCH MICHAEL D C/O ACHILLION PHARMACEUTICALS 300 GEORGE STREET NEW HAVEN, CT 06511	X

## Signatures

/s/ Mary Kay Fenton, Attorney in fact	08/15/2014
__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 14, 2007 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 12, 2011 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.

### Remarks:

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

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.