

ACHILLION PHARMACEUTICALS INC  
Form SC 13D/A  
October 10, 2008

CUSIP No. 89235K105

Schedule 13D

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

**SCHEDULE 13D**

**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(a)  
(Amendment No. 1)<sup>1</sup>**

Achillion Pharmaceuticals Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

00448Q201

(CUSIP Number)

Jarlyth H. Gibson, Assistant Compliance Officer 617-951-9493

C/o Advent International Corporation, 75 State Street, Boston, MA 02109

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

August 12, 2008

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: ☐

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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<sup>1</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).



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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent International Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 1,159,440

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY None

EACH SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 1,159,440

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,159,440

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

4.39%

TYPE OF REPORTING PERSON\*

14

CO, IA

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent International Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 1,126,750

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY None

EACH SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 1,126,750

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,126,750

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

4.27%

TYPE OF REPORTING PERSON\*

14

PN

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Healthcare and Life Sciences II Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 1,045,360

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY None

EACH SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 1,045,360

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,045,360

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

3.96%

TYPE OF REPORTING PERSON\*

14

PN

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Healthcare and Life Sciences II Beteiligung GmbH & Co. KG

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Germany

SOLE VOTING POWER

7

NUMBER OF 81,390

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY None

EACH SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 81,390

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

81,390

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

0.31%

TYPE OF REPORTING PERSON\*

14

PN

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners HLS II Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 23,186

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY None

EACH SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 23,186

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

23,186

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

0.09%

TYPE OF REPORTING PERSON\*

14

PN

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NAME OF REPORTING PERSON

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Advent Partners Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 9,504

SHARES SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY None

EACH SOLE DISPOSITIVE POWER

9

REPORTING

PERSON 9,504

WITH SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

9,504

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

13

0.04%

TYPE OF REPORTING PERSON\*

14

PN

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Item 1. Security and Issuer

This statement on Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) relates to the Reporting Persons beneficial ownership interest in the Common Stock, par value \$0.001 per share (the Common Stock ), of Achillion Pharmaceuticals Inc., a Delaware corporation (the Corporation ). The address of the principal executive office of the Corporation is 300 George Street, New Haven, CT 06511. This Amendment No. 1 amends the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the Commission ) on November 8, 2006. This Amendment No. 1 is being filed by the Reporting Persons to amend Item 5. Terms defined in the Schedule 13D are used herein as so defined.

Item 5. Interest in Securities of the Issuer.

(a) The following table sets forth the aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person named in Item 2 of this statement (based upon 26,376,000 shares of Common Stock outstanding as August 13, 2008). The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person is calculated in accordance with Rule 13d-3.

Reporting Person	Number of Shares			Percentage of Common Stock Outstanding	# of Shares Disposed of During Past 60 Days
	Common Stock	Warrants	Total		
Advent International Corporation (1)(2)(3)	1,116,432	43,008	1,159,440	4.39%	0
Advent International Limited Partnership (1)	1,084,954	41,796	1,126,750	4.27%	0
Advent Healthcare and Life Sciences II Limited Partnership (2)	1,006,582	38,778	1,045,360	3.96%	0
Advent Healthcare and Life Sciences II Beteiligung GmbH & Co. KG (2)	78,372	3,018	81,390	0.31%	0
Advent Partners HLS II Limited Partnership (3)	22,326	860	23,186	0.09%	0
Advent Partners Limited Partnership (3)	9,152	352	9,504	0.04%	0
Total Group	1,116,432	43,008	1,159,440	4.39%	0

(1) Advent International Corporation ( AIC ) is the General Partner of Advent International Limited Partnership ( AILP ) which in turn is the General Partner and the Managing Limited Partner of the indicated Reporting Persons. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AIC and AILP derive from such power.

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(2) Advent International Corporation ( AIC ) is the General Partner of Advent International Limited Partnership ( AILP ) which in turn is the General Partner of Advent Healthcare and Life Sciences II Limited Partnership as well as the Managing Limited Partner of Advent Healthcare and Life Sciences II Beteiligung GmbH & Co. KG. As such, AIC has the sole power to vote and dispose of the securities owned by the indicated Reporting Persons. The beneficial ownership of AIC and AILP derive from such power.

(3) AIC is the General Partner of the indicated Reporting Person. As such, AIC has the power to vote and dispose of the securities of Advent Partners HLS II Limited Partnership and Advent Partners Limited Partnership.

(b) Each of the Reporting Persons listed in the table set forth above has sole voting and dispositive power over the Common Stock beneficially owned by it as indicated above.

(c) On August 12, 2008 the Company issued 10,714,655 units at a price of \$2.9049 per unit. Each unit consists of one share of common stock and a warrant to purchase 0.25 shares of common stock at an exercise price of \$3.53 per share. This issuance reduced the Reporting Persons' beneficial ownership from 7.41% (based upon 15,641,462 shares of Common Stock outstanding as of May 7, 2008) to 4.39%. None of the Reporting Persons and the persons set forth on Schedule A and in Item 2(d) hereto has effected any transactions in the Common Stock during the last 60 days.

(d) Except as set forth in this Item 5, no person other than each respective record owner referred to herein of the Securities is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Securities.

(e) As of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 10, 2008

Advent Healthcare and Life Sciences II Limited Partnership

By: Advent International Limited Partnership,  
General Partner

By: Advent International Corporation,  
General Partner

By: Jarlyth H. Gibson, Assistant Compliance Officer\*  
Advent Healthcare and Life Sciences II Beteiligung GmbH & Co. KG

By: Advent International Limited Partnership,  
Managing Limited Partner

By: Advent International Corporation,  
General Partner

By: Jarlyth H. Gibson, Assistant Compliance Officer\*

Advent International Limited Partnership

Advent Partners HLS II Limited Partnership

Advent Partners Limited Partnership

By: Advent International Corporation,  
General Partner

By: Jarlyth H. Gibson, Assistant Compliance Officer\*

Advent International Corporation

By: Jarlyth H. Gibson, Assistant Compliance Officer\*

\* For all of the  
above:

/s/ Jarlyth H. Gibson

Jarlyth H. Gibson, Assistant Compliance  
Officer

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SCHEDULE A

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The name and present principal occupation of each executive officer and director of Advent International Corporation is set forth below. The business address of each executive officer and director of Advent International Corporation is c/o Advent International Corporation, 75 State Street, Boston, Massachusetts 02109. All of the persons listed below are United States citizens.

## I. Advent International Corporation

Name	Position with Advent International Corporation	Principal Occupation (if different)
Peter A. Brooke	Chairman	
Thomas H. Lauer	Senior Vice President Managing Director Chief Operating Officer Assistant Secretary Executive Officers Committee Member	
Ernest G. Bachrach	Executive Officers Committee Member	
Humphrey W. Battcock	Executive Officers Committee Member	
Ralf Huet	Executive Officers Committee Member	
David M. Mussafer	Director Executive Officers Committee Member	
William C. Schmidt	Executive Officers Committee Member	
Steven M. Tadler	Director Executive Officers Committee Member	
Janet L. Hennessy	Senior Vice President Partner Chief Financial Officer Chief Compliance Officer Assistant Secretary	
John F. Brooke	Director	General Partner of Brooke Private Equity

Mark Hoffman

Director

Chairman of Cambridge  
Research Group

David W. Watson

Secretary

Attorney