

Achaogen Inc
Form SC 13G
June 13, 2016

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

SCHEDULE 13G

(Amendment No.)*

Achaogen, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

004449104
(CUSIP Number)

June 3, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 ("Act") 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).

CUSIP No. 004449104	13G	Page 2 of 11 Pages
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1	NAME OF REPORTING PERSONS
	Moshe Arkin
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Israel
	SOLE VOTING POWER
	5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	---
	SHARED VOTING POWER
	6
	1,571,708 (*)
	SOLE DISPOSITIVE POWER
	7

	SHARED DISPOSITIVE POWER
	8
	1,571,708 (*)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,571,708 (*)
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See instructions)
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW 9

5.94% (*) (**)

TYPE OF REPORTING PERSON

(See instructions)

12

IN

(*) Consists of 1,257,366 shares of Common Stock and 314,342 warrants (each convertible into one share of Common Stock). The beneficial ownership of the securities reported herein is described in Item 4(a).

(**) Based on 26,470,595 shares of Common Stock outstanding as of June 3, 2016 (as provided by the Issuer).

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1	NAME OF REPORTING PERSONS
	Sphera Funds Management Ltd.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Israel
	SOLE VOTING POWER
	5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	---
	SHARED VOTING POWER
	6
	1,571,708 (*)
	SOLE DISPOSITIVE POWER
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW 9

5.94% (*) (**)

TYPE OF REPORTING PERSON
(See instructions)

12

CO

(*) Consists of 1,257,366 shares of Common Stock and 314,342 warrants (each convertible into one share of Common Stock). The beneficial ownership of the securities reported herein is described in Item 4(a).

(**) Based on 26,470,595 shares of Common Stock outstanding as of June 3, 2016 (as provided by the Issuer).

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CUSIP No. 004449104	13G	Page 4 of 11 Pages
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1	NAME OF REPORTING PERSONS
	Sphera Global Healthcare GP Ltd.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	Israel
	SOLE VOTING POWER
	5
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	---
	SHARED VOTING POWER
	6
	1,571,708 (*)
	SOLE DISPOSITIVE POWER
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	SHARED DISPOSITIVE POWER
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	1,571,708 (*)
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN

ROW 9

5.94% (*) (**)

TYPE OF REPORTING PERSON
(See instructions)

12

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NAME OF REPORTING PERSONS

1

Sphera Global Healthcare
Management LP

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (See
instructions)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Israel

SOLE VOTING POWER

5

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

1,571,708 (*)

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8

1,571,708 (*)

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

1,571,708 (*)

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

10

11

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

5.94% (*) (**)

TYPE OF REPORTING PERSON
(See instructions)

12

CO

(*) Consists of 1,257,366 shares of Common Stock and 314,342 warrants (each convertible into one share of Common Stock). The beneficial ownership of the securities reported herein is described in Item 4(a).

(**) Based on 26,470,595 shares of Common Stock outstanding as of June 3, 2016 (as provided by the Issuer).

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Item 1. (a) Name of Issuer:

Achaogen, Inc.

(b) Address of Issuer's Principal Executive Offices:

7000 Shoreline Court, Suite 371, South San Francisco, CA 94080

Item 2. (a) Name of Person Filing:

Moshe Arkin

Sphera Funds Management Ltd.

Sphera Global Healthcare GP Ltd.

Sphera Global Healthcare Management LP

(b) Address of Principal Business Office:

Moshe Arkin – 6 Hachoshlim St., Herzelia, Israel

Sphera Funds Management Ltd. – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

Sphera Global Healthcare GP Ltd. – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

Sphera Global Healthcare Management LP – 21 Ha'arba'ah Street, Tel Aviv 64739, Israel

(c) Citizenship:

Moshe Arkin – Israel

Sphera Funds Management Ltd. – Israel

Sphera Global Healthcare GP Ltd. – Israel

Sphera Global Healthcare Management LP – Israel

(d) Title of Class of Securities:

Common Stock, \$0.001 par value

(e) CUSIP Number:

004449104

Item 3. Not applicable.

Item 4. Ownership:

(a) Amount beneficially owned:

See row 9 of cover page of each reporting person.

The securities reported herein are beneficially owned as follows:

1,213,358 shares of Common Stock and 303,340 warrants (each convertible into one share of Common Stock), representing a total of 5.73% of the total shares of Common Stock outstanding, are held directly by Sphera Global Healthcare Master Fund, which has delegated its investment management authority to Sphera Global Healthcare Management Ltd. (the "Management Company").

44,008 shares of Common Stock and 11,002 warrants (each convertible into one share of Common Stock), representing a total of 0.21% of the total shares of Common Stock outstanding, are held directly by HFR HE Sphera Global Healthcare Master Trust, which has delegated its investment management authority to the Management Company.

The Management Company is managed, controlled, and operated by its general partner, Sphera Global Healthcare GP Ltd. (the "General Partner"), which is controlled jointly by Sphera Funds Management Ltd. ("SFML") and Moshe Arkin.

This Statement shall not be construed as an admission by any of the Reporting Persons that it is the beneficial owner of any of the securities covered by this Statement, and each Reporting Person disclaims beneficial ownership of any such securities. In addition, the Reporting Persons and other entities named in this Schedule 13G may be deemed to constitute a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission that a group exists for purposes of Section 13(d) of the Securities Exchange Act of 1934 or for any other purpose, and each of the Reporting Persons and other entities named in this Schedule 13G disclaims the existence of any such group.

(b) Percent of class:

See row 11 of cover page of each reporting person

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See row 5 of cover page of each reporting person

(ii) Shared power to vote or to direct the vote:

See row 6 of cover page of each reporting person and note in Item 4(a) above

(iii) Sole power to dispose or to direct the disposition of:

See row 7 of cover page of each reporting person

(iv) Shared power to dispose or to direct the disposition of:

See row 8 of cover page of each reporting person and note in Item 4(a) above

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another:

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the
7. Parent Holding Company or Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

June 13, 2016

Moshe Arkin

/s/ Moshe Arkin

By: Moshe Arkin

Sphera Funds Management Ltd.

/s/ Neomi Elpeleg

By: Neomi Elpeleg

Title: Chief Financial Officer

Sphera Global Healthcare GP Ltd.

/s/ Neomi Elpeleg

By: Neomi Elpeleg

Title: Chief Financial Officer

Sphera Global Healthcare Management LP

/s/ Doron Breen

By: Doron Breen

Title: Managing Partner

EXHIBIT NO.	DESCRIPTION
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Exhibit 1	Joint Filing Agreement by and among the Reporting Persons, dated as of June 13, 2016.
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