

Flexion Therapeutics Inc  
Form SC 13D/A  
December 18, 2014

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**FLEXION THERAPEUTICS, INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**33938J106**

**(CUSIP Number)**

**Thorkil Kastberg Christensen**

**Novo A/S**

**Tuborg Havnevej 19**

**Hellerup, Denmark DK-2900**

**+45 3527 6592**

**Copy to:**

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**Latham & Watkins LLP**

**650 Town Center Drive, 20<sup>th</sup> Floor**

**Costa Mesa, CA 92626**

**Telephone: (714) 540-1235**

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

**December 17, 2014**

**(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 which is subject of this Schedule 13D, and is filing this statement 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.

\* 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 (the 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.: 33938J106

1. Name of Reporting Person:

Novo A/S

2. Check the Appropriate Box if a Member of Group (See Instructions):

(a)  (b)

3. SEC Use Only:

4. Source of Funds:

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Denmark

7. Sole Voting Power:

2,283,131

Number of Shares

8. Shared Voting Power:

Beneficially Owned By

Each

0

Reporting Person

9. Sole Dispositive Power:

With:

2,283,131

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,283,131

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:

13. Percent of Class Represented By Amount In Row (11):

11.0 % <sup>(1)</sup>

14. Type of Reporting Person:

CO

(1) Based upon 20,667,288 shares of the Issuer's Common Stock outstanding as reported in the Issuer's prospectus (Form 424B4) filed with the Securities and Exchange Commission on December 12, 2014 and assuming the underwriters option to purchase 756,000 shares has not been exercised.

This Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) amends the Schedule 13D originally filed with the Securities and Exchange Commission (the Commission ) on February 26, 2014 (the Original Schedule ), to report the acquisition of shares of Common Stock. Except as specifically amended by this Amendment No. 1, each Item of the Original Schedule remains unchanged. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Original Schedule.

**Item 1. Security and Issuer**

This Amendment No. 1 relates to the shares of common stock, par value \$0.001 per share (the Common Stock ), of Flexion Therapeutics, Inc., a Delaware corporation (the Issuer ). The Issuer s principal executive office is located at 10 Mall Road, Suite 301, Burlington, Massachusetts.

**Item 3. Source and Amount of Funds or Other Consideration**

The following paragraph is added to Item 3:

On December 17, 2014, pursuant to an underwritten registered offering of the Issuer, Novo A/S purchased from the underwriters an aggregate of 500,000 shares of Common Stock (the Purchase ) at a price of \$17.00 per share for an aggregate purchase price of approximately \$8,500,000. Following the Purchase, Novo A/S held an aggregate of 2,283,131 shares of Common Stock. The purchase price paid by Novo A/S came from its working capital.

**Item 4. Purpose of Transaction**

The acquisitions made by Novo A/S, as described in this Schedule 13D, were for investment purposes only. Novo A/S does not currently have any plans or proposals which relate to or would result in any matters set forth in Items 4(a) through 4(j).

**Item 5. Interest in Securities of the Issuer**

As a result of the Purchase, Item 5 of the Original Schedule is amended and replaced in its entirety as follows:

- (a) Novo A/S beneficially owns 2,283,131 shares of Common Stock of the Issuer, representing approximately 11.0% of the Issuer s outstanding Common Stock, based upon 20,667,288 shares of the Issuer s Common Stock outstanding as reported in the Issuer s prospectus (Form 424B4) filed with the Securities and Exchange Commission on December 12, 2014 and assuming the underwriters option to purchase 756,000 shares has not been exercised.
- (b) Novo A/S is a Danish public limited company wholly owned by the Novo Nordisk Foundation (the Foundation ). Novo A/S, through its Board of Directors (the Novo Board ), has the sole power to vote and dispose of the securities of the Issuer held by Novo A/S (the Novo Shares ). The Novo Board, currently comprised of Sten Scheibye, Goran Ando, Jeppe Christiansen, Steen Riisgaard and Per Wold-Olsen, has shared investment and voting control over the Novo Shares and may exercise such control only with the support of a majority of the Novo Board. As such, no individual member of the

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Novo Board is deemed to hold any beneficial ownership or reportable pecuniary interest in the Novo Shares. Dr. Heath Lukatch, a member of the board of directors of the Issuer, is employed as a Partner of Novo A/S. Dr. Lukatch is not deemed a beneficial owner of the Novo Shares. Except as described in this Amendment No. 1, neither the Foundation nor any person listed on Schedule I has the power to direct the vote as to, or the disposition of the Novo Shares.

- (c) Except for the Purchase reported herein, Novo A/S has not effected any transactions in the Issuer's Common Stock within the past 60 days and neither the Foundation nor any person listed on Schedule I has effected any transactions in the Issuer's Common Stock within the past 60 days.
- (d) Novo A/S does not know of any other person having the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the Issuer's Common Stock held in the name of the Novo A/S and reported herein.
- (e) Not applicable.

**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.

Dated: December 18, 2014

Novo A/S

/s/ Thorkil Kastberg Christensen  
By: Thorkil Kastberg Christensen  
Its: Chief Financial Officer

**Schedule I**

Information regarding each director and executive officer of both Novo A/S and the Novo Nordisk Foundation is set forth below.

<b>Name, Title</b>	<b>Novo A/S Address</b>	<b>Principal Occupation</b>	<b>Citizenship</b>
Sten Scheibye Chairman of the Board	Rungsted Strandvej 197C 2960 Rungsted Kyst, Denmark	Professional Board Director	Denmark
Göran Ando Director	Essex Woodlands Berkeley Square House Berkeley Square London, W1J 6BD United Kingdom	Self-employed Professional Board Director	Sweden
Jeppe Christiansen Director	Kollemose 37 2830 Virum Denmark	Chief Executive Officer Fondsmaeglerselskabet Maj Invest A/S	Denmark
Steen Riisgaard Director	Hestetangsvej 155 3520 Farum Denmark	Professional Board Director	Denmark
Per Wold-Olsen Director	T7B22 Favray Court Tigne Point TP01 Malta	Professional Board Director	Norway
Eivind Drachmann Kolding Chief Executive Officer	Skovvangen 18 2920 Charlottenlund Denmark	Chief Executive Officer Novo A/S	Denmark
Thorkil Kastberg Christensen Chief Financial Officer	Tuborg Havnevej 19 2900 Hellerup	Chief Financial Officer Novo A/S	Denmark



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Søren Carlsen	Denmark Grondalsvænge 3b	Managing Partner Ventures, Seeds Novo A/S	Denmark
Managing Partner Seeds Ventures,	3460 Birkerød Denmark		
	<i>Novo Nordisk Foundation</i>		
<b>Name, Title</b>	<b>Address</b>	<b>Principal Occupation</b>	<b>Citizenship</b>
Sten Scheibye	Rungsted Strandvej 197C	Professional Board Director	Denmark
Chairman of the Board	2960 Rungsted Kyst Denmark		
Bo Ahrén	Merkuriusgatan 11	Professor of Medicine, Lund University	Sweden
Professor	S-224 57 Lund Sweden	Lund, Sweden	
Karsten Dybvad	Carl Baggers Alle 15	Director General and Chief	Denmark
Director	2920 Charlottenlund Denmark	Executive Officer DI (Confederation of Danish Industry)	

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Lars Fugger	Staunton Road 72	Professor, John Radcliffe Hospital	Denmark
Director	OX3 7TP		
	Great Britain	University of Oxford, Oxford, Great Britain	
Anne Marie Kverneland	Nybrovej 216	Laboratory Technician	Denmark
Director	2800 Kgs. Lyngby	Novo Nordisk A/S	
	Denmark		
Lars Bo Kjøppler	Anemonevej 7	Technician	Denmark
Director	3550 Slangerup	Novozymes A/S	
	Denmark		
Karen Lauberg Lauritsen	Furesø Parkvej 53 2830 Virum	IT Architecture Specialist	Denmark
Director	Denmark	Novo Nordisk A/S	
Marianne Philip	Tranegårdsvej 5	Attorney	Denmark
Director	2900 Hellerup		
	Denmark		
Steen Riisgaard	Hestetangsvej 155 3520 Farum	Professional Board Director	Denmark
Vice Chairman of the Board	Denmark		
Birgitte Nauntofte	Engbakkevej 24	Chief Executive Officer	Denmark
Chief Executive Officer	2920 Charlottenlund	Novo Nordisk Foundation	
	Denmark		