

ACHILLION PHARMACEUTICALS INC

Form SC 13D/A

January 18, 2013

CUSIP No. 000448Q201

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 2)¹

Achillion Pharmaceuticals, Inc.
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

00448Q201
(CUSIP Number)

Domain Associates, LLC
One Palmer Square
Princeton, NJ 08542
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Tel: (609) 683-5656

Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036
Attn: Morri Weinberg, Esq.
Tel: (212) 596-9000

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

January 18, 2013
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 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 for other parties to whom copies are to be sent.

¹ 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 ("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. 00448Q201

1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (voluntary)	Domain Partners VIII, L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)x (b)o
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	o
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	7. SOLE VOTING POWER	8,563,507*
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	8,563,507*
	10. SHARED DISPOSITIVE POWER	0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	8,563,507*
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	10.4%
14.	TYPE OF REPORTING PERSON	PN

*Includes 2,790,539 shares issuable upon exercise of Warrants.

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1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (voluntary)	DP VIII Associates, L.P.
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)x (b)o
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	o
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	79,867*
	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	79,867*
	10. SHARED DISPOSITIVE POWER	0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	79,867*
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	0.1%
14.	TYPE OF REPORTING PERSON	PN

*Includes 20,706 shares issuable upon exercise of Warrants.

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1.	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (voluntary)	Domain Associates, LLC
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a)x (b)o
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS	Not Applicable
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	o
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	25,000
	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	25,000
	10. SHARED DISPOSITIVE POWER	0
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	25,000
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	Less than 0.1%
14.	TYPE OF REPORTING PERSON	OO

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AMENDMENT NO. 2 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the “Commission”) by the Reporting Persons with respect to the Common Stock of the Issuer on August 30, 2010 and Amendment No. 1 thereto filed on June 15, 2012 (as so amended, the “Schedule 13D”). Terms used in the Schedule 13D are used herein as so defined.

The following items of the Schedule 13D are hereby amended as follows:

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read in its entirety as follows:

(a) The information requested by this paragraph is incorporated herein by reference to the information provided on the cover pages to this Amendment No. 2 to Schedule 13D. This information is based on a total of 79,517,386 shares of Common Stock outstanding as of November 1, 2012, as reported in the Issuer’s Report on Form 10-Q for the period ended September 30, 2012 filed with the Commission on November 8, 2012, and gives effect to the exercise of all Warrants held by the Reporting Persons. In addition to the shares that OPSA VIII indirectly beneficially owns in its capacity as the general partner of DP VIII and DP VIIIA, OPSA VIII directly beneficially owns 159,896 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

Item 5(c) is hereby amended and restated to read in its entirety as follows:

(c) On July 18, 2013, DP VIII distributed in kind 1,000,000 shares of Common Stock pro rata to its partners, including 66,462 shares to OPSA VIII.

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SIGNATURES

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

Dated: January 18, 2013

DOMAIN PARTNERS VIII, L.P.

By: One Palmer Square Associates VIII,
LLC, General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DP VIII ASSOCIATES, L.P.

By: One Palmer Square Associates VIII,
LLC., General Partner

By: /s/ Kathleen K. Schoemaker
Managing Member

DOMAIN ASSOCIATES, LLC

By: /s/ Kathleen K. Schoemaker
Managing Member