

BAKER BROS. ADVISORS LP

Form 4

June 08, 2018

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BAKER BROS. ADVISORS LP

2. Issuer Name **and** Ticker or Trading  
Symbol  
ACADIA PHARMACEUTICALS  
INC [ACAD]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
860 WASHINGTON STREET, 3RD  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/06/2018

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
NEW YORK, NY 10014

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                      | Code V Amount                                                              | Price                                                                                                              |                                                                      |                                                                   |

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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>Underlying Security |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------------|

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| Security<br>(Instr. 3)                          | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    |                 |                                     |
|-------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|                                                 |                                                   |                         | Code               | V                                                                              | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 17.52                                          | 06/06/2018              | A                  |                                                                                | 30,000           |     | <u>(1)</u>          | 06/05/2028         | Common<br>Stock | 30,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                             | Director      | 10% Owner | Officer | Other |
| BAKER BROS. ADVISORS LP<br>860 WASHINGTON STREET<br>3RD FLOOR<br>NEW YORK, NY 10014         | X             | X         |         |       |
| 14159, L.P.<br>860 WASHINGTON STREET, 3RD FLOOR<br>NEW YORK, NY 10014                       | X             | X         |         |       |
| 667, L.P.<br>860 WASHINGTON STREET, 3RD FLOOR<br>NEW YORK, NY 10014                         | X             | X         |         |       |
| Baker Bros. Advisors (GP) LLC<br>860 WASHINGTON STREET<br>3RD FLOOR<br>NEW YORK, NY 10014   | X             | X         |         |       |
| Baker Brothers Life Sciences LP<br>860 WASHINGTON STREET<br>3RD FLOOR<br>NEW YORK, NY 10014 | X             | X         |         |       |
| BAKER FELIX<br>860 WASHINGTON STREET<br>3RD FLOOR<br>NEW YORK, NY 10014                     | X             | X         |         |       |
| BAKER JULIAN<br>860 WASHINGTON STREET, 3RD FLOOR<br>NEW YORK, NY 10014                      | X             | X         |         |       |

## Signatures

|                                                                                                                                                                                                                                                                |            |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| By: Baker Bros. Advisors LP, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing                                                                                                                                                                     | 06/08/2018 |
| __Signature of Reporting Person                                                                                                                                                                                                                                | Date       |
| Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing                                                      | 06/08/2018 |
| __Signature of Reporting Person                                                                                                                                                                                                                                | Date       |
| Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing                                                  | 06/08/2018 |
| __Signature of Reporting Person                                                                                                                                                                                                                                | Date       |
| By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing                                                                                                                                                               | 06/08/2018 |
| __Signature of Reporting Person                                                                                                                                                                                                                                | Date       |
| Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P., Name: Scott L. Lessing, Title: President /s/ | 06/08/2018 |
| __Signature of Reporting Person                                                                                                                                                                                                                                | Date       |
| /s/ Felix J. Baker                                                                                                                                                                                                                                             | 06/08/2018 |
| __Signature of Reporting Person                                                                                                                                                                                                                                | Date       |
| /s/ Julian C. Baker                                                                                                                                                                                                                                            | 06/08/2018 |
| __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) 15,000 non-qualified stock options ("Stock Options") convertible solely into common shares of ACADIA Pharmaceuticals Inc. (the "Issuer") were granted to Julian C. Baker, a principal of Baker Bros. Advisors LP (the "Adviser") and 15,000 Stock Options were granted to Dr. Stephen R. Biggar, a full-time employee of the Adviser in their capacity as directors of the Issuer. The Stock Options with a strike price of \$17.52 vest in 4 equal quarterly installments beginning on June 6, 2018 and expire on June 5, 2028. Julian C. Baker and Dr. Biggar serve on the Board of Directors of the Issuer (the "Board") as representatives of Baker Brothers Life Sciences, L.P. ("Life Sciences"), 667, L.P. ("667") and 14159, L.P. ("14159"), and together with 667 and Life Sciences, the "Funds").
- (2) Pursuant to the policies of the Adviser, Julian C. Baker and Dr. Biggar do not have any right to any of the Issuer's securities issued as part of their service on the Board and the Funds are entitled to receive all the pecuniary interest in the securities issued. The Funds each own an indirect proportionate pecuniary interest in the Stock Options. Solely as a result of Felix J. Baker's and Julian C. Baker's ownership interest in the general partners of the general partners of the Funds, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in the Stock Options (i.e. no direct pecuniary interest).
- (3) The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds have relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. The Adviser has investment and dispositive power over the Stock Options and any shares received as a result of the exercise of options.

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- (4) Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

### Remarks:

Julian C. Baker, a principal and Dr. Stephen R. Biggar, a full-time employee of Baker Bros. Advisors LP are directors of ACA

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.