

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Scheer David</u> (Last) (First) (Middle) C/O ACHILLION PHARMACEUTICALS, INC. 1777 SENTRY PARKWAY W, BLDG 14, STE 200 (Street) BLUE BELL PA 19422 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACHILLION PHARMACEUTICALS INC</u> [ACHN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/28/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/28/2020		D		29,515	D	\$6.3 ⁽¹⁾	0.00	D	
Common Stock	01/28/2020		D		63,249	D	\$6.3 ⁽¹⁾	0.00	I	See footnote ⁽²⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to buy)	\$7.59	01/28/2020		D			20,000	(3)	12/12/2021	Common Stock	20,000	(3)	0.00	D	
Stock Options (Right to buy)	\$7.54	01/28/2020		D			30,000	(3)	01/25/2026	Common Stock	30,000	(3)	0.00	D	
Stock Options (Right to buy)	\$4.09	01/28/2020		D			30,000	(3)	01/19/2027	Common Stock	30,000	(3)	0.00	D	
Stock Options (Right to buy)	\$3.1	01/28/2020		D			50,000	(3)	12/16/2020	Common Stock	50,000	(3)	0.00	D	
Stock Options (Right to buy)	\$3.02	01/28/2020		D			25,000	(3)	12/17/2023	Common Stock	25,000	(3)	0.00	D	
Stock Options (Right to buy)	\$2.9	01/28/2020		D			30,000	(3)	02/09/2028	Common Stock	30,000	(3)	0.00	D	
Stock Options (Right to buy)	\$2.18	01/28/2020		D			42,000	(3)	01/23/2029	Common Stock	42,000	(3)	0.00	D	

Explanation of Responses:

- Disposed of pursuant to the merger agreement (the "Merger Agreement") among Achillion Pharmaceuticals, Inc. ("Achillion"), Alexion Pharmaceuticals, Inc. ("Alexion") and Beagle Merger Sub, Inc. In addition to the cash consideration of \$6.30 per share, each shareholder will also receive one contingent value right ("CVR") per share. Each CVR represents the right to receive contingent cash payments of \$1.00 upon the achievement of a certain clinical trial milestone with respect to ACH-5228 and \$1.00 upon the achievement of a certain regulatory approval milestone with respect to ACH-4471.
- Consists of shares held by Scheer Investment Holdings III, LLC. Mr. Scheer is the Managing Member of Scheer Investment Holdings III, LLC. and as such may be deemed to have shared voting and investment power with respect to the shares held by Scheer Investment Holdings III, LLC. Mr. Scheer disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- Subject to certain conditions, at the effective time, all unexercised options with an exercise price below \$6.30 were cancelled and converted into the right to receive (i) a cash payment of (A) \$6.30 less the exercise price, multiplied by (B) the number of shares subject thereto and (ii) one CVR per share subject thereto. Options with an exercise price of \$6.30 or greater were cancelled and converted into the right to receive a cash payment with respect to each share subject thereto upon each milestone payment date equal to (i) the amount by which, as of the payment date, the sum of (x) \$6.30, (y) the amount per share

previously paid in respect of any earlier payment date and (z) the amount in cash to be paid at such payment date exceeds the exercise price payable under such option, less (ii) the amount of all payments previously received with respect to such option. Options with an exercise price of \$8.30 or greater were cancelled without any consideration payable therefor.

Remarks:

/s/ Keri Lantz, attorney-in-fact 01/29/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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