

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <b>Truitt Joseph</b> (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 <b>ACHILLION PHARMACEUTICALS INC [ ACHN ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
			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 <input type="checkbox"/> 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		3,500	D	\$6.3 <sup>(1)</sup>	0.00	D	

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	Amount or Number of Shares				
Stock Options (Right to buy)	\$7.61	01/28/2020		D			142,000	(2)	01/20/2026	Common Stock	142,000	(2)	0.00	D	
Stock Options (Right to buy)	\$7.59	01/28/2020		D			100,000	(2)	12/12/2021	Common Stock	100,000	(2)	0.00	D	
Stock Options (Right to buy)	\$4.11	01/28/2020		D			185,000	(2)	01/17/2027	Common Stock	185,000	(2)	0.00	D	
Stock Options (Right to buy)	\$3.78	01/28/2020		D			632,000	(2)	05/01/2028	Common Stock	632,000	(2)	0.00	D	
Stock Options (Right to buy)	\$3.66	01/28/2020		D			30,000	(2)	03/04/2024	Common Stock	30,000	(2)	0.00	D	
Stock Options (Right to buy)	\$3.1	01/28/2020		D			87,766	(2)	12/16/2020	Common Stock	87,766	(2)	0.00	D	
Stock Options (Right to buy)	\$3.02	01/28/2020		D			200,000	(2)	12/17/2023	Common Stock	200,000	(2)	0.00	D	
Stock Options (Right to buy)	\$2.9	01/28/2020		D			419,000	(2)	02/09/2028	Common Stock	419,000	(2)	0.00	D	
Stock Options (Right to buy)	\$2.18	01/28/2020		D			1,097,000	(2)	01/23/2029	Common Stock	1,097,000	(2)	0.00	D	

Explanation of Responses:

1. Disposed 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.

2. 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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