STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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
   VITULLO NICOLE
   C/O DOMAIN ASSOCIATES, LLC
   ONE PALMER SQUARE
   PRINCETON NJ 08542

2. Issuer Name and Ticker or Trading Symbol
   ACHILLION PHARMACEUTICALS INC [ACHN]

3. Date of Earliest Transaction (Month/Day/Year)
   05/31/2018

4. If Amendment, Date of Original Filed
   Form filed by One Reporting Person
   Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to Issuer
   X Director 10% Owner
   Officer (give title below) Other (specify below)

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>05/31/2018</td>
<td>j(1)</td>
<td>V</td>
<td>$0(1)</td>
<td>0</td>
<td>I</td>
<td>By Domain Associates, LLC(2)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>05/31/2018</td>
<td>j(1)</td>
<td>V</td>
<td>25,000</td>
<td></td>
<td>I</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>V</td>
<td>5,000</td>
<td>36,431</td>
<td>D</td>
<td></td>
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<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>V</td>
<td></td>
<td>3,393,382</td>
<td>I</td>
<td>By Domain Partners VIII, L.P.(2)</td>
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<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>V</td>
<td></td>
<td>25,159</td>
<td>I</td>
<td>By DP VIII Associates, L.P.(3)</td>
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</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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</table>

Explanation of Responses:
1. Distribution of shares by Domain Associates, LLC to its members, a former member and an employee.
2. The Reporting Person is a Managing Member of Domain Associates, LLC and a Managing Member of One Palmer Square Associates VIII, LLC, which is the sole general partner of Domain Partners VIII, L.P. and DP VIII Associates, L.P. Pursuant to Instruction 4(b)(v) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed her pecuniary interest therein and/or that are not actually distributed to her.

Remarks:

/s/ Lisa A. Kraeutler, Attorney-in-Fact 06/04/2018
** 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).
