

ACHILLION PHARMACEUTICALS INC

Form 4

December 10, 2008

**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  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**INVESTOR AB**

(Last) (First) (Middle)

**ARSENALSGATAN 8C S-103,**

(Street)

**STOCKHOLM, V7**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/08/2008**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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 <u>(1)</u>	12/08/2008		P		25,000	A \$ 1.01	2,573,360	I	See Footnote <u>(1)</u>
Common Stock <u>(2)</u>	12/09/2008		P		50,000	A \$ 1	2,623,360	I	See Footnote <u>(2)</u>
Common Stock <u>(3)</u>	12/08/2008		P		17,500	A \$ 1.01	1,801,362	D	
Common Stock <u>(3)</u>	12/09/2008		P		35,000	A \$ 1	1,836,362	D	

# Edgar Filing: ACHILLION PHARMACEUTICALS INC - Form 4

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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

INVESTOR AB  
ARSENALSGATAN 8C S-103  
STOCKHOLM, V7

X

INVESTOR GROWTH CAPITAL LTD  
CANADA COURT  
UPLAND ROAD, ST. PETER PORT  
GUERNSEY, CHANNEL ISLANDS, X0 GY1 3BQ

X

## Signatures

/s/ Michael  
Oporto 12/10/2008

\*\*Signature of  
Reporting Person Date

/s/ Henry Gooss 12/10/2008

\*\*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).

17,500 shares of Common Stock, par value \$0.001 (the "Common Stock"), were acquired by Investor Growth Capital Limited and 7,500 shares of Common Stock were acquired by Investor Group, L.P. The shares of Common Stock reported in Column 5 are held directly by Investor Growth Capital Limited and Investor Group, L.P. Investor Growth Capital Limited is an indirect wholly-owned subsidiary of Investor AB. Investor Group, L.P. is a limited partnership of which Investor AB is the indirect general partner. Investor AB may be deemed to beneficially own the securities held by Investor Growth Capital Limited and Investor Group, L.P. Investor AB disclaims beneficial ownership of such securities except to the extent of its pecuniary interest in such securities.

35,000 shares of Common Stock were acquired by Investor Growth Capital Limited and 15,000 shares of Common Stock were acquired by Investor Group, L.P. The shares of Common Stock reported in Column 5 are held directly by Investor Growth Capital Limited and Investor Group, L.P. Investor Growth Capital Limited is an indirect wholly-owned subsidiary of Investor AB. Investor Group, L.P. is a limited partnership of which Investor AB is the indirect general partner. Investor AB may be deemed to beneficially own the securities held by Investor Growth Capital Limited and Investor Group, L.P. Investor AB disclaims beneficial ownership of such securities except to the extent of its pecuniary interest in such securities.

(3) These shares of Common Stock are held directly by Investor Growth Capital Limited.

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.