

ACHILLION PHARMACEUTICALS INC  
 Form 4/A  
 August 15, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FRASHIER GARY E**

(Last) (First) (Middle)

C/O ACHILLION  
 PHARMACEUTICALS, INC., 300  
 GEORGE STREET

(Street)

NEW HAVEN, CT 06511

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/16/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/17/2014**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/16/2014		M		3,750	A	\$ 1.05
Common Stock	06/16/2014		S		3,750	D	\$ 8
Common Stock	06/16/2014		M		16,250	A	\$ 3.28
Common Stock	06/16/2014		S		16,250	D	\$ 8

Common Stock	06/16/2014	M	35,000	A	\$ 3.1	40,000 <sup>(1)</sup>	D
Common Stock	06/16/2014	S	35,000	D	\$ 8	5,000 <sup>(1)</sup>	D

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

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**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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

FRASHIER GARY E  
C/O ACHILLION PHARMACEUTICALS, INC.  
300 GEORGE STREET  
NEW HAVEN, CT 06511

X

## Signatures

/s/ Mary Kay Fenton,  
attorney-in-fact

08/15/2014

\_\_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) This amendment is being filed solely to correct Table I, column 5 of the Form 4 filed on June 17, 2014 (the "Original Form 4"). The amounts shown in Table I, column 5 of the Original Form 4 inadvertently omitted 5,000 shares of common stock beneficially owned by

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the reporting person. The amounts shown in Table I, column 5 of this amendment represent the correct number of shares of common stock beneficially owned by the reporting person following the transactions previously reported in Table I, column 5 of the Original Form 4. Except for the foregoing, no new or revised transactions or holdings are being reported by this amendment, and all other information reported in the Original Form 4 remains the same.

### **Remarks:**

The transactions reported on this Form 4 were executed pursuant to a Rule 10b5-1 trading plan adopted by Mr. Frashier on Jun

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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