

INFINITY PHARMACEUTICALS, INC.

Form 8-K

December 12, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 12, 2012

INFINITY PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-31141
(Commission
File Number)

33-0655706
(I.R.S. Employer
Identification No.)

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780 Memorial Drive, Cambridge, MA
(Address of principal executive offices)
(617) 453-1000

02139
(Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events*Revised Risk Factors*

The Company is filing the risk factors attached hereto as Exhibit 99.1 for the purpose of updating and superseding the risk factor disclosure contained in its public filings, including those discussed under the caption *Risk Factors* in its Annual Report on Form 10-K for the year ended December 31, 2011, which was filed with the SEC on March 13, 2012 and its Quarterly Report on Form 10-Q for the period ended September 30, 2012, which was filed with the SEC on November 6, 2012.

Retrospective Reporting of Additional Information in response to Adoption of New Accounting Standard

The Company is also filing this Current Report on Form 8-K to disclose the impact of the adoption of a new accounting standard (ASU No. 2011-05, as amended by ASU No. 2011-12) on its historical financial statements in the Company's most recent Annual Report on Form 10-K. ASU No. 2011-05, which the Company adopted beginning with its fiscal quarter ended March 31, 2012, requires, among other things, that the Company retrospectively report additional information related to the presentation of total comprehensive income (loss), namely net loss, the components of other comprehensive income (loss) and total comprehensive loss on the face of the financial statements, either in a single continuous statement of comprehensive income (loss) or in two separate but consecutive statements. The following table presents selected components of the Consolidated Statements of Comprehensive Income (loss) for the Company for each of the three years ended December 31, 2011, 2010 and 2009 and should be read in conjunction with the Company's 2011 Annual Report on Form 10-K, which previously included this information in the Consolidated Statements of Stockholders' Equity.

| | Years Ended December 31, | | |
|--|---------------------------------|-------------|-------------|
| | 2011 | 2010 | 2009 |
| Consolidated Statements of Comprehensive Income (Loss) | | | |
| Unaudited | | | |
| (in thousands) | | | |
| Net loss | \$ (40,042) | \$ (48,984) | \$ (31,279) |
| Other comprehensive income (loss): | | | |
| Net unrealized holding gains (losses) on available-for-sale securities arising during the period | \$ (32) | \$ 17 | \$ (678) |
| Comprehensive loss | \$ (40,074) | \$ (48,967) | \$ (31,957) |

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are included in this report:

| Exhibit No. | Description |
|-------------|--------------|
| 99.1 | Risk Factors |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

INFINITY PHARMACEUTICALS, INC.

Date: December 12, 2012

By: /s/ Lawrence E. Bloch
Lawrence E. Bloch, MD, JD
EVP, Chief Financial Officer and Chief Business Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--------------|
| 99.1 | Risk Factors |