ACADIA PHARMACEUTICALS INC
Form 4
April 01, 2016

# 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 *
BAKER BROS. ADVISORS LP

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST FLOOR

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ACADIA PHARMACEUTICALS INC [ACAD]

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ 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 | | | | | | | | 452,540 | I | See Footnotes (1) (6) (7) |
| Common Stock | | | | | | | | 20,278,008 | I | See Footnotes (2) (6) (7) |
| Common Stock | 03/30/2016 | | P | | 408,607 | A | $ 25.9247 (3) | 2,745,707 | I | See Footnotes (4) (6) (7) |
| Common | 03/30/2016 | | P | | 37,882 | A | $ 25.975 | 2,783,589 | I | See |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Stock | | | | | (5) | | | Footnotes (4) (6) (7) |
| Common Stock | 03/30/2016 | P | 16,057 | A | $ 26.3472 (8) | 2,799,646 | I | See Footnotes (4) (6) (7) |
| Common Stock | 03/31/2016 | P | 1,614 | A | $ 25.607 (9) | 2,801,260 | I | See Footnotes (4) (6) (7) |
| Common Stock | 03/31/2016 | P | 14,775 | A | $ 25.607 (9) | 20,292,783 | I | See Footnotes (6) (7) (10) |
| Common Stock | 03/31/2016 | P | 1,467 | A | $ 26.285 (11) | 2,802,727 | I | See Footnotes (4) (6) (7) |
| Common Stock | 03/31/2016 | P | 13,433 | A | $ 26.285 (11) | 20,306,216 | I | See Footnotes (6) (7) (10) |
| Common Stock | 03/31/2016 | P | 19,676 | A | $ 26.4944 (12) | 2,822,403 | I | See Footnotes (4) (6) (7) |
| Common Stock | 03/31/2016 | P | 180,122 | A | $ 26.4944 (12) | 20,486,338 | I | See Footnotes (6) (7) (10) |
| Common Stock | 03/31/2016 | P | 3,106 | A | $ 26.5545 (13) | 2,825,509 | I | See Footnotes (4) (6) (7) |
| Common Stock | 03/31/2016 | P | 28,433 | A | $ 26.5545 (13) | 20,514,771 | I | See Footnotes (6) (7) (10) |
| Common Stock | 03/31/2016 | P | 6,618 | A | $ 27.5588 (14) | 2,832,127 | I | See Footnotes (4) (6) (7) |
| Common Stock | 03/31/2016 | P | 60,587 | A | $ 27.5588 (14) | 20,575,358 | I | See Footnotes (6) (7) (10) |
| Common Stock | 03/31/2016 | P | 34,844 | A | $ 27.7173 (15) | 2,866,971 | I | See Footnotes (4) (6) (7) |
| Common Stock | 03/31/2016 | P | 318,969 | A | $ 27.7173 (15) | 20,894,327 | I | See Footnotes (6) (7) (10) |
| Common Stock | 04/01/2016 | P | 1,182 | A | $ 27.8202 (16) | 2,868,153 | I | See Footnotes (4) (6) (7) |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Common Stock | 04/01/2016 | | P | | 10,818 | A | $ 27.8202 (16) | 20,905,145 | I | See Footnotes (6) (7) (10) |
| Common Stock | 04/01/2016 | | P | | 28,647 | A | $ 28.5484 (17) | 2,896,800 | I | See Footnotes (4) (6) (7) |
| Common Stock | 04/01/2016 | | P | | 262,253 | A | $ 28.5484 (17) | 21,167,398 | I | See Footnotes (6) (7) (10) |

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 Owne Follo Repo 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 |
| BAKER BROS. ADVISORS LP<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065 | X | X | | |
| BAKER FELIX<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065 | X | X | | |
| BAKER JULIAN<br>667 MADISON AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065 | X | X | | |

| | | |
|---|---|---|
| 667, L.P.<br>667 MADISION AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065 | X | X |
| 14159, L.P.<br>667 MADISION AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065 | X | X |
| Baker Brothers Life Sciences LP<br>667 MADISION AVENUE, 21ST FLOOR<br>NEW YORK, NY 10065 | X | X |
| Baker Bros. Advisors (GP) LLC<br>667 MADISION AVENUE, 21ST FLOOR<br>NEW YORK, NY New York | X | X |

# Signatures

Baker Bros. Advisors LP: Title: President /s/ Scott L. Lessing — 04/01/2016

**Signature of Reporting Person — Date

/s/ Felix J. Baker — 04/01/2016

**Signature of Reporting Person — Date

/s/ Julian C. Baker — 04/01/2016

**Signature of Reporting Person — Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 667, L.P., pursuant to authority granted by Baker Biotech Capital, L.P., GP to 667, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing — 04/01/2016

**Signature of Reporting Person — Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to 14159, L.P., pursuant to authority granted by 14159 Capital, L.P., GP to 14159, L.P. Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing — 04/01/2016

**Signature of Reporting Person — Date

Baker Bros. Advisors LP, Mgmt. Co. and Inv. Adviser to BAKER BROTHERS LIFE SCIENCES, L.P., pursuant to authority granted by Baker Brothers Life Sciences Capital, L.P., GP to Baker Brothers Life Sciences, L.P Name:Scott L. Lessing, Title: President /s/ — 04/01/2016

**Signature of Reporting Person — Date

By: Baker Bros. Advisors (GP) LLC, Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing — 04/01/2016

**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)** As a result of their ownership interest in 14159 Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 452,540 shares of Common Stock of the Issuer beneficially owned by 14159, L.P. ("14159"), a limited partnership of which the sole general partner is 14159 Capital, L.P., a limited partnership of which the sole general partner is 14159

Capital (GP), LLC, due to 14159 Capital, L.P.'s right to receive an allocation of a portion of the profits from 14159.

**(2)** As a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 20,278,008 shares of Common Stock of the Issuer beneficially owned by Baker Brothers Life Sciences, L.P. ("Life Sciences"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

**(3)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from $25.52 to $26.47, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(4)** After giving effect to the transactions reported herein and as a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by 667, a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.

**(5)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from $25.74 to $26.24, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(6)** Baker Bros. Advisors LP (the "Adviser") serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. The general partners of the Funds have relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Pursuant to agreements between Julian C. Baker, Dr. Biggar and the Adviser, the Adviser has investment and dispositive power over the Stock Options and any shares received as a result of the exercise of options. (Continued in footnote 6)

**(7)** Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

**(8)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from $25.60 to $26.46, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(9)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from $25.56 to $25.95, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(10)** After giving effect to the transactions reported herein and as a result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker each may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 5 of Table I directly held by Life Sciences, a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.

**(11)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from $26.00 to $26.46, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(12)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from $25.97 to $26.95, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(13)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from $26.43 to $26.74, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(14)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$27.51 to \$27.60, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(15)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$27.17 to \$28.06, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(16)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$27.68 to \$27.98, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**(17)** The price reported in Column 4 is a weighted average price. These shares were traded in multiple transactions at prices ranging from \$28.00 to \$28.995, inclusive. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares traded at each separate price within the range set forth in this footnote.

**Remarks:**

Julian C. Baker, a principal and Dr. Stephen R. Biggar, an employee of Baker Bros. Advisors LP are directors of ACADIA Ph