

ACADIA PHARMACEUTICALS INC
Form 4
June 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BAKER FELIX

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVENUE, 21ST FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2013

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

(Street)
NEW YORK, NY US 10065

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/03/2013 | | P | | 56,274 | A | \$ 14.0822 (2) |
| | | | | | | | 1,320,595 |
| | | | | | | | I |
| | | | | | | | See Footnote (1) (31) (32) |
| Common Stock | 06/03/2013 | | P | | 461,548 | A | \$ 14.0822 (4) |
| | | | | | | | 16,422,130 |
| | | | | | | | I |
| | | | | | | | See Footnote (3) (31) (32) |
| Common Stock | 06/03/2013 | | P | | 11,511 | A | \$ 14.0822 (6) |
| | | | | | | | 401,420 |
| | | | | | | | I |
| | | | | | | | See Footnote (5) (31) (32) |
| Common Stock | 06/03/2013 | | P | | 25,368 | A | \$ 13.999 |
| | | | | | | | 1,345,963 |
| | | | | | | | I |
| | | | | | | | See |

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| Stock | | | | | <u>(7)</u> | | | | Footnote <u>(1)</u> <u>(31)</u> <u>(32)</u> |
|--------------|------------|---|---------|---|-------------------------------------|------------|---|--|---|
| Common Stock | 06/03/2013 | P | 208,063 | A | \$ <u>13.999</u> <u>(8)</u> | 16,630,193 | I | | See Footnote <u>(3)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/03/2013 | P | 5,189 | A | \$ <u>13.999</u> <u>(9)</u> | 406,609 | I | | See Footnote <u>(5)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 4,353 | A | \$ <u>14.4977</u> <u>(10)</u> | 1,350,316 | I | | See Footnote <u>(1)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 35,702 | A | \$ <u>14.4977</u> <u>(11)</u> | 16,665,895 | I | | See Footnote <u>(3)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 890 | A | \$ <u>14.4977</u> <u>(12)</u> | 407,499 | I | | See Footnote <u>(5)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 56,475 | A | \$ <u>14.4525</u> <u>(13)</u> | 1,406,791 | I | | See Footnote <u>(1)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 463,197 | A | \$ <u>14.4525</u> <u>(14)</u> | 17,129,092 | I | | See Footnote <u>(3)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 11,552 | A | \$ <u>14.4525</u> <u>(15)</u> | 419,051 | I | | See Footnote <u>(5)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 13,566 | A | \$ <u>14.4159</u> <u>(16)</u> | 1,420,357 | I | | See Footnote <u>(1)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 111,266 | A | \$ <u>14.4159</u> <u>(17)</u> | 17,240,358 | I | | See Footnote <u>(3)</u> <u>(31)</u> <u>(32)</u> |
| Common Stock | 06/04/2013 | P | 2,775 | A | \$ <u>14.4159</u> <u>(18)</u> | 421,826 | I | | See Footnote <u>(5)</u> <u>(31)</u> <u>(32)</u> |
| Common Stoc | 06/05/2013 | P | 26,577 | A | \$ <u>14.4565</u> <u>(19)</u> | 1,446,934 | I | | See Footnote <u>(1)</u> <u>(31)</u> <u>(32)</u> |
| Common Stoc | 06/05/2013 | P | 217,986 | A | \$ <u>14.4565</u> <u>(20)</u> | 17,458,344 | I | | See Footnote <u>(3)</u> <u>(31)</u> <u>(32)</u> |
| Common Stoc | 06/05/2013 | P | 5,437 | A | \$ <u>14.4565</u> <u>(21)</u> | 427,263 | I | | See Footnote <u>(5)</u> <u>(31)</u> <u>(32)</u> |

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| | | | | | | | | | |
|-------------|------------|--|---|---------|---|-----------------------|------------|---|----------------------------------|
| Common Stoc | 06/05/2013 | | P | 21,080 | A | \$ 14.5838 (22) | 1,468,014 | I | See Footnote (1) (31) (32) |
| Common Stoc | 06/05/2013 | | P | 172,893 | A | \$ 14.5838 (23) | 17,631,237 | I | See Footnote (3) (31) (32) |
| Common Stoc | 06/05/2013 | | P | 4,312 | A | \$ 14.5838 (24) | 431,575 | I | See Footnote (5) (31) (32) |
| Common Stoc | 06/05/2013 | | P | 18,530 | A | \$ 14.5502 (25) | 1,486,544 | I | See Footnote (1) (31) (32) |
| Common Stoc | 06/05/2013 | | P | 151,980 | A | \$ 14.5502 (26) | 17,783,217 | I | See Footnote (3) (31) (32) |
| Common Stoc | 06/05/2013 | | P | 3,790 | A | \$ 14.5502 (27) | 435,365 | I | See Footnote (5) (31) (32) |
| Common Stoc | 06/05/2013 | | P | 26,577 | A | \$ 14.4641 (28) | 1,513,121 | I | See Footnote (1) (31) (32) |
| Common Stoc | 06/05/2013 | | P | 217,986 | A | \$ 14.4641 (29) | 18,001,203 | I | See Footnote (3) (31) (32) |
| Common Stoc | 06/05/2013 | | P | 5,437 | A | \$ 14.4641 (30) | 440,802 | I | See Footnote (5) (31) (32) |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | | | | | 9. Nu |

| | | | | |
|------|-------------|------------|-------|--|
| | Date | Expiration | Title | Amount or Number of Shares |
| | Exercisable | Date | | |
| Code | V | (A) | (D) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| BAKER BROS ADVISORS LLC 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| 667, L.P. 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| 14159, L.P. 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |
| Baker Brothers Life Sciences LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065 | X | X | | |

Signatures

/s/ Felix J. Baker 06/05/2013
**Signature of Reporting Person Date

/s/ Julian C. Baker 06/05/2013
**Signature of Reporting Person Date

Title: President /s/ Scott L. Lessing 06/05/2013
**Signature of Reporting Person Date

Baker Bros. Advisors, LLC, 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 06/05/2013
**Signature of Reporting Person Date

Baker Bros. Advisors, LLC, 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

06/05/2013

__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) 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, L.P. ("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.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased by 667 in multiple transactions at prices ranging from \$13.70 to \$14.52, 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.

(3) 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 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.

(4) The price reported in Column 4 is a weighted average price. These shares were purchased by Life Sciences in multiple transactions at prices ranging from \$13.70 to \$14.52, 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.

(5) After giving effect to the transactions reported herein and as a result of their ownership interest in 14159 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 14159, L.P. ("14159", and together with Baker Tisch, Baker Bros. Investments, Baker Bros. Investments II, 667 and Life Sciences, the "Funds"), 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.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased by 14159 in multiple transactions at prices ranging from \$13.70 to \$14.52, 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.

(7) The price reported in Column 4 is a weighted average price. These shares were purchased by 667 in multiple transactions at prices ranging from \$13.70 to \$14.47, 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.

(8) The price reported in Column 4 is a weighted average price. These shares were purchased by Life Sciences in multiple transactions at prices ranging from \$13.70 to \$14.47, 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.

(9) The price reported in Column 4 is a weighted average price. These shares were purchased by 14159 in multiple transactions at prices ranging from \$13.70 to \$14.47, 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.

(10) The price reported in Column 4 is a weighted average price. These shares were purchased by 667 in multiple transactions at prices ranging from \$14.36 to \$14.59, 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.

(11)

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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.

(25) The price reported in Column 4 is a weighted average price. These shares were purchased by 667 in multiple transactions at prices ranging from \$14.37 to \$14.70, 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.

(26) The price reported in Column 4 is a weighted average price. These shares were purchased by Life Sciences in multiple transactions at prices ranging from \$14.37 to \$14.70, 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.

(27) The price reported in Column 4 is a weighted average price. These shares were purchased by 14159 in multiple transactions at prices ranging from \$14.37 to \$14.70, 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.

(28) The price reported in Column 4 is a weighted average price. These shares were purchased by 667 in multiple transactions at prices ranging from \$14.30 to \$14.77, 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.

(29) The price reported in Column 4 is a weighted average price. These shares were purchased by Life Sciences in multiple transactions at prices ranging from \$14.30 to \$14.77, 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.

(30) The price reported in Column 4 is a weighted average price. These shares were purchased by 14159 in multiple transactions at prices ranging from \$14.30 to \$14.77, 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.

(31) The aggregate indirect beneficial ownership reported on this form is 19,955,126 shares.

(32) Baker Bros. Advisors, LLC (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. Julian C. Baker and Felix J. Baker are principals of the Adviser. 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 relinquished to the Adviser all discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker 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 or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.

Remarks:

Dr. Stephen R. Biggar is a Partner of Baker Bros. Advisors LLC and a director of ACADIA Pharmaceuticals, Inc. For purpose

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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