

INHIBITEX, INC.  
Form 3  
January 17, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement  | 3. Issuer Name and Ticker or Trading Symbol |   |
| Â BRISTOL MYERS SQUIBB CO                 |         |          | (Month/Day/Year)  | INHIBITEX, INC. [INHX]                      |   |
| (Last)                                    | (First) | (Middle) | 01/07/2012  |   |   |
| 345 PARK AVENUE,Â                         |         |          | 4. Relationship of Reporting Person(s) to Issuer  |   | 5. If Amendment, Date Original Filed(Month/Day/Year)  |
| (Street)                                  |         |          | (Check all applicable)  |   |   |
| NEW YORK,Â NYÂ 10154                      |         |          | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City)                                    | (State) | (Zip)    |   |   |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)        | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| COMMON STOCK, PAR VALUE \$0.001 PER SHARE | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>            | I <u>(1)</u> <u>(2)</u> <u>(3)</u><br><u>(4)</u>                  | SEE NOTES <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>    |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BRISTOL MYERS SQUIBB CO<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                   | Â             | Â X       | Â       | Â     |
| Inta Acquisition Corp<br>C/O BRISTOL-MYERS SQUIBB COMPANY<br>345 PARK AVENUE<br>NEW YORK, NY 10154 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Demetrios Kydonieus for Bristol-Myers Squibb Company

01/17/2012

\_\_Signature of Reporting Person

Date

/s/ Demetrios Kydonieus for Inta Acquisition Corporation

01/17/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Inta Acquisition Corporation, a Delaware corporation ("Purchaser"), is wholly-owned by Bristol-Myers Squibb Company ("Parent").
- On January 7, 2012, Inhibitex, Inc. ("Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Parent and Purchaser. Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser has commenced a cash tender offer to acquire all of the shares of the Issuer's common stock (the "Offer") for a purchase price of \$26.00 per share in cash (the "Offer Price"). This report is neither an offer to purchase nor a solicitation of an offer to sell shares of the Issuer. Parent and Purchaser have filed a tender offer statement with the Securities and Exchange Commission ("SEC"), and have mailed or will mail an offer to purchase, forms of letter of transmittal and related documents to Issuer stockholders. The Issuer has filed with the SEC, and has mailed or will mail to Issuer stockholders, a solicitation/recommendation statement on Schedule 14D-9. (continued on footnote 3).
- These documents contain important information about the tender offer, and stockholders of the Issuer are urged to read them carefully and in their entirety when they become available. These documents will be available at no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). The tender offer statement and the related materials may be obtained for free by directing a request by mail to MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016 or by calling toll-free (800) 322-2885. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents (once they become available) may also be obtained free of charge from Parent by directing a request to: Public Affairs, Telephone No.: (609) 252-6579; E-Mail: [jennifer.mauer@bms.com](mailto:jennifer.mauer@bms.com).
- (3) Purchaser and Parent may be deemed to have shared voting power of 14% of the outstanding Issuer common stock (based on the Issuer's outstanding common stock as of January 6, 2012) pursuant to that certain Tender and Support Agreement ("Support Agreement"), dated January 7, 2012, by and among Purchaser, Parent, the Issuer and certain stockholders of the Issuer (the "Stockholders"). See the Schedule 13D filed by Parent with the SEC on January 13, 2012. Neither Parent nor Purchaser has any pecuniary interest in the shares held by the Stockholders, and each expressly disclaims beneficial ownership of any shares of common stock of the Issuer covered by the Support Agreement.

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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