

INFINITY PHARMACEUTICALS, INC.

Form SC 13D/A

September 17, 2012

OMB APPROVAL

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 4)

Under the Securities Exchange Act of 1934

Infinity Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

45665G 30 3

(CUSIP Number)

Anthony M. Roncalli

Chadbourne & Parke LLP

30 Rockefeller Plaza

New York, NY 10112

(212) 408-5100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 7, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Act.

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SCHEDULE 13D

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Beacon Company
 - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☒
 - 3 SEC USE ONLY
 - 4 SOURCE OF FUNDS
AF
 - 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ☐
ITEMS 2(d) or 2(e)
 - 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| | | 3,000,000 |
| SHARES | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| | | 5,416,565* |
| OWNED BY | | |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| | | 3,000,000 |
| REPORTING | | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| | | 5,416,565* |
| WITH | | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
8,416,565
 - 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) ☐
EXCLUDES CERTAIN SHARES
 - 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
21.7%
 - 14 TYPE OF REPORTING PERSON

PN

* Shares held by Purdue Pharma L.P. (“PPLP”), an associated company of Beacon Company (“Beacon”) and Rosebay Medical Company L.P. (“Rosebay”, and together with Beacon, the “Reporting Persons”). The Reporting Persons are the ultimate parents of PPLP. Beacon disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Rosebay Medical Company L.P.
 - 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☒
 - 3 SEC USE ONLY
 - 4 SOURCE OF FUNDS
AF
 - 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ☐
ITEMS 2(d) or 2(e)
 - 6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
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* Shares held by Purdue Pharma L.P. (“PPLP”), an associated company of Beacon Company (“Beacon”) and Rosebay Medical Company L.P. (“Rosebay”, and together with Beacon, the “Reporting Persons”). The Reporting Persons are the ultimate parents of PPLP. Rosebay disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

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SCHEDULE 13D

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This Amendment No. 4 to Schedule 13D (“Amendment No. 4”) is being filed by Beacon Company, a Delaware general partnership (“Beacon”), and Rosebay Medical Company L.P., a Delaware limited partnership (“Rosebay”, and together with Beacon, the “Reporting Persons”), to amend the Schedule 13D originally filed by the Reporting Persons on December 1, 2008, as amended by Amendment No. 1 to the Schedule 13D filed on January 16, 2009, as amended by Amendment No. 2 to the Schedule 13D filed on July 2, 2012, and as further amended by Amendment No. 3 to the Schedule 13D filed on July 19, 2012 (collectively, the “Schedule 13D”), with respect to beneficial ownership of common stock, \$0.001 par value per share (the “Common Stock”), of Infinity Pharmaceuticals, Inc., a Delaware corporation (the “Issuer”). The Issuer’s principal executive offices are located at 780 Memorial Drive, Cambridge, MA 02139.

In accordance with Exchange Act Rule 13d-2, this Amendment No. 4 amends and supplements only information that has materially changed since the July 19, 2012 filing of Amendment No. 3 to the Schedule 13D.

Item 4. Purpose of Transaction.

(a) As previously disclosed in the Schedule 13D, in connection with the Termination and Revised Relationship Agreements entered into on July 17, 2012 between the Issuer and each of Mundipharma International Corporation Limited, an Associated Company of the Reporting Persons (“MICL”) and Purdue Pharmaceutical Products L.P., an Associated Company of the Reporting Persons (“PPPLP”) (together, the “Termination and Revised Relationship Agreements”), the Issuer simultaneously entered into the Securities Purchase Agreement (the “Securities Purchase Agreement”) with Purdue Pharma L.P., an Associated Company of the Reporting Persons (“PPLP”), and the Reporting Persons, pursuant to which the Issuer agreed to issue and sell 5,416,565 shares of its Common Stock (the “New Shares”) to PPLP for an aggregate consideration of \$78,540,191. The sales were to occur at a closing (the “Closing”) to take place following the satisfaction of certain closing conditions, including the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

The Closing, and PPLP’s acquisition of the New Shares, occurred on September 7, 2012. The Reporting Persons are the ultimate parents of PPLP.

For five years following the Closing, the Reporting Persons and their Associated Companies holding Common Stock have agreed to be present at each regular or special meeting of the Issuer’s stockholders and to vote all of their shares of Common Stock as recommended by the Issuer’s Board of Directors in the proxy materials mailed to the Issuer’s stockholders in connection with such meeting, except that with respect to any proposal to amend the Issuer’s corporate charter or approve certain extraordinary transactions, all shares of Common Stock owned by the Reporting Persons and their Associated Companies that are not New Shares will be voted by the Reporting Persons and their Associated Companies in proportion to the manner in which all of the Issuer’s stockholders (other than the Reporting Persons and their Associated Companies) vote in respect of such proposal, regardless of the recommendation of the Issuer’s Board of Directors.

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In addition, the Reporting Persons and their Associated Companies holding Common Stock have entered into lock-up agreements with the Issuer on substantially the same terms as the Form of Lock-Up Letter attached as Exhibit A to the Issuer's Underwriting Agreement, dated August 9, 2012, with Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC (the "Underwriting Agreement"), pursuant to which the Issuer issued and sold an additional 6,095,000 shares of Common Stock.

The above transactions are described further in the Issuer's Form 8-K filed on July 19, 2012 and Form 8-K filed on August 10, 2012. The Securities Purchase Agreement is filed as an exhibit to the Issuer's Form 8-K filed on July 19, 2012 in its entirety and the Underwriting Agreement, including Exhibit A thereto, is filed as an exhibit to the Issuer's Form 8-K filed on August 10, 2012 in its entirety.

Except as provided above and in the Schedule 13D, the Reporting Persons do not have any plans or proposals with respect to any extraordinary corporate transaction involving the Issuer or any sale of its assets or any change in the Issuer's Board of Directors, management, capitalization, dividend policy, charter or by-laws, or any other change in its business or corporate structure or with respect to the delisting or deregistration of any of its securities, including, without limitation, those matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Beacon		Percent of a Class
(a)	Amount beneficially owned: 8,416,565	21.7%
(b)	Number of shares as to which such person has:	
(i)	Sole power to vote or direct the vote: 3,000,000	7.7%
(ii)	Shared power to vote or direct the vote: 5,416,565*	14.0%
(iii)	Sole power to dispose or direct the disposition: 3,000,000	7.7%
(iv)	Shared power to dispose or direct the disposition: 5,416,565*	14.0%

* As the ultimate parents of PPLP, the Reporting Persons share power to vote or direct the vote and dispose or direct the disposition of the 5,416,565 shares of Common Stock of the Issuer held by PPLP. The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.

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Rosebay	Percent of a Class
(a) Amount beneficially owned: 8,416,565	21.7%
(b) Number of shares as to which such person has:	
(i) Sole power to vote or direct the vote: 3,000,000	7.7%
(ii) Shared power to vote or direct the vote: 5,416,565*	14.0%
(iii) Sole power to dispose or direct the disposition: 3,000,000	7.7%
(iv) Shared power to dispose or direct the disposition: 5,416,565*	14.0%
(c) Since the filing of Amendment No. 3 to Schedule 13D on July 19, 2012 the following events occurred:	
See Item 4 above.	
(d) Not applicable	
(e) Not applicable	

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See Item 4 above.

Item 7. Material to be Filed as Exhibits.

The Reporting Persons have entered into a Joint Filing Agreement attached as Exhibit 1 hereto, as required by Rule 13d-1(k) under the Exchange Act.

Exhibit 1. Joint Filing Agreement Pursuant to Rule 13d-1(k).

* As the ultimate parents of PPLP, the Reporting Persons share power to vote or direct the vote and dispose or direct the disposition of the 5,416,565 shares of Common Stock of the Issuer held by PPLP. The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned hereby certify that the information set forth in this statement is true, complete and correct.

Dated: September 17, 2012

BEACON COMPANY

By: /s/ Anthony M. Roncalli
Anthony M. Roncalli
Assistant Secretary

ROSEBAY MEDICAL COMPANY L.P.

By: Rosebay Medical Company, Inc.,
its general partner

By: /s/ Frank S. Vellucci
Frank S. Vellucci
Assistant Secretary

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EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement Pursuant to Rule 13d-1(k).

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SCHEDULE 13D

Exhibit 1

Exhibit 1

Joint Filing Agreement
Pursuant to Rule 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D with respect to the beneficial ownership of the undersigned of shares of Common Stock, par value \$0.001 per share, of Infinity Pharmaceuticals, Inc., is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate. Each of the undersigned hereby disclaims beneficial ownership of the securities in Infinity Pharmaceuticals, Inc. beneficially owned and/or held by the other party. The information set forth in the Schedule 13D shall not be deemed an admission by either of the undersigned persons that such person is the beneficial owner of securities beneficially owned and/or held by the other undersigned person for purposes of Sections 13(d) and 13(g) of the Act or any other purpose.

IN WITNESS WHEREOF, each of the undersigned has executed this Agreement as of date first written above.

Dated: December 1, 2008

BEACON COMPANY

By: Stanhope Gate Corp.,
its managing general partner

By: /s/ Steven A. Meiklejohn
Steven A. Meiklejohn
Director

ROSEBAY MEDICAL COMPANY L.P.

By: Rosebay Medical Company, Inc.,
its general partner

By: /s/ Stephen A. Ives
Stephen A. Ives
Vice President