

LAMPERT MARK N

Form 4/A

November 19, 2012

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BVF PARTNERS L P/IL

2. Issuer Name **and** Ticker or Trading  
Symbol  
LIGAND PHARMACEUTICALS  
INC [LGND]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
900 N. MICHIGAN AVE., SUITE  
1100

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/26/2012

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

(Street)  
CHICAGO, IL 60611

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/02/2012

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Beneficial Ownership (Instr. 4) |                              |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or (D) | Price                                                                                         |                                                          |                                                       |                              |
| Common Stock                    | 10/26/2012                           |                                                    | P                              |                                                                   | 12,515<br>(6)     | A \$ 15.2558                                                                                  | 737,551                                                  | I (1) (2)                                             | See Explanation of Responses |
| Common Stock                    | 10/31/2012                           |                                                    | P                              |                                                                   | 4,076<br>(6)      | A \$ 14.9892                                                                                  | 741,627                                                  | I (1) (2)                                             | See Explanation of Responses |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                   |                                                                                               | 444,151                                                  | I (1) (3)                                             | See Explanation of           |

|                 |           |                                    |                                                    |
|-----------------|-----------|------------------------------------|----------------------------------------------------|
| Common<br>Stock | 2,068,326 | I <u>(1)</u> <u>(4)</u> <u>(5)</u> | Responses<br>See<br>Explanation<br>of<br>Responses |
|-----------------|-----------|------------------------------------|----------------------------------------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships |           |         |                              |
|---------------------------------------------------------------------------------------|---------------|-----------|---------|------------------------------|
|                                                                                       | Director      | 10% Owner | Officer | Other                        |
| BVF PARTNERS L P/IL<br>900 N. MICHIGAN AVE., SUITE 1100<br>CHICAGO, IL 60611          |               | X         |         |                              |
| BIOTECHNOLOGY VALUE FUND L P<br>900 N. MICHIGAN AVE., SUITE 1100<br>CHICAGO, IL 60611 |               |           |         | See Explanation of Responses |
| BVF INC/IL<br>900 N. MICHIGAN AVE., SUITE 1100<br>CHICAGO, IL 60611                   |               | X         |         |                              |
| LAMPERT MARK N<br>900 N. MICHIGAN AVE., SUITE 1100<br>CHICAGO, IL 60611               |               | X         |         |                              |

BIOTECHNOLOGY VALUE FUND II LP  
900 N. MICHIGAN AVE., SUITE 1100  
CHICAGO, IL 60611

See Explanation of Responses

BVF INVESTMENTS LLC  
900 N. MICHIGAN AVE., SUITE 1100  
CHICAGO, IL 60611

See Explanation of Responses

## Signatures

|                                                                                                                    |            |
|--------------------------------------------------------------------------------------------------------------------|------------|
| BVF Partners L.P., By: BVF Inc., its GP, By: /s/ Mark N. Lampert, President                                        | 11/19/2012 |
| __Signature of Reporting Person                                                                                    | Date       |
| BIOTECHNOLOGY VALUE FUND, L.P. By: BVF Partners L.P., its GP, By: BVF Inc., By: /s/ Mark N. Lampert, President     | 11/19/2012 |
| __Signature of Reporting Person                                                                                    | Date       |
| BVF INC., By: /s/ Mark N. Lampert, President                                                                       | 11/19/2012 |
| __Signature of Reporting Person                                                                                    | Date       |
| Mark N. Lampert, By: /s/ Mark N. Lampert                                                                           | 11/19/2012 |
| __Signature of Reporting Person                                                                                    | Date       |
| BIOTECHNOLOGY VALUE FUND II, L.P., By: BVF Partners L.P., its GP, By: BVF Inc., By: /s/ Mark N. Lampert, President | 11/19/2012 |
| __Signature of Reporting Person                                                                                    | Date       |
| BVF INVESTMENTS, L.L.C., By: BVF Partners L.P., its Manager, By: BVF Inc., By: /s/ Mark N. Lampert, President      | 11/19/2012 |
| __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).
- This Form 4 is filed jointly by Biotechnology Value Fund, L.P. ("BVF"), Biotechnology Value Fund II, L.P. ("BVF2"), BVF Investments, L.L.C. ("BVFLLC"), BVF Partners L.P. ("Partners"), BVF Inc., and Mark Lampert (collectively the "Reporting Persons"). Each of the
- (1) Reporting Persons may be deemed to be a member of a section 13G group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.
  - (2) Represents shares of Common Stock owned directly by BVF. As the general partner of BVF, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVF. As the investment adviser and general partner of Partners, BVF Inc., may be deemed to beneficially own the shares of Common Stock owned directly by BVF. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVF.
  - (3) Represents shares of Common Stock owned directly by BVF2. As the general partner of BVF2, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVF2. As the investment adviser and general partner of Partners, BVF Inc., may be deemed to beneficially own the shares of Common Stock owned directly by BVF2. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVF2.
  - (4) Represents shares of Common Stock owned directly by BVFLLC. As the manager of BVFLLC, Partners may be deemed to beneficially own the shares of Common Stock owned directly by BVFLLC. As the investment adviser and general partner of Partners, BVF Inc., may be deemed to beneficially own the shares of Common Stock owned directly by BVFLLC. As a director and officer of BVF Inc., Mr. Lampert may be deemed to beneficially own the shares of Common Stock owned directly by BVFLLC.
  - (5) The shares of Common Stock are directly beneficially owned by BVF Investments, L.L.C., a Delaware limited liability company. Pursuant to the operating agreement of BVFLLC, BVF Partners, L.P., a Delaware limited partnership is authorized, among other things, to invest the contributed capital of Samana Capital, L.P., the majority member of BVFLLC, in the shares of Common Stock and other securities and to vote, exercise or convert and dispose of such securities and is entitled to receive fees based on assets under management

## Edgar Filing: LAMPERT MARK N - Form 4/A

and, subject to certain exceptions, allocations based on realized and unrealized gains on such assets.

- (6) Units may represent aggregation of daily trade activity. Details regarding individual execution amounts and prices are available upon request

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.