

Ardea Biosciences, Inc./DE
Form 3
May 01, 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 *

ASTRAZENECA PLC
(Last) (First) (Middle)

2 KINGDOM STREET

(Street)

LONDON, X0 W2 6BD

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/21/2012

3. Issuer Name and Ticker or Trading Symbol
Ardea Biosciences, Inc./DE [RDEA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

0 (1) (2) (3) (4) (5) (6)

I (1) (2) (3)
(4) (5) (6)

See Footnotes (1) (2) (3) (4) (5) (6)

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
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASTRAZENECA PLC 2 KINGDOM STREET LONDON, X0 W2 6BD	Â	Â X	Â	Â

Signatures

Adrian Kemp, Secretary, on behalf of
AstraZeneca PLC

05/01/2012

__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) This form is a joint filing by (i) Zeneca Inc. ("Zeneca"); (ii) Zeneca Holdings Inc.; (iii) AstraZeneca Holdings BV; (iv) AstraZeneca Treasury Limited; (v) AstraZeneca UK Limited; (vi) AstraZeneca Intermediate Holdings Limited; and (vii) AstraZeneca PLC (all entities listed in (i) through (vii), the "AZ Entities"). AstraZeneca PLC is the direct parent of AstraZeneca Intermediate Holdings Limited and the indirect parent of the entities listed in (i) through (v). The address of each of the AZ Entities is listed in Exhibit 99.1.

(2) As an inducement to Zeneca entering into the Agreement and Plan of Merger, dated as of April 21, 2012 (the "Merger Agreement"), by and among Zeneca, QAM Corp. and Ardea Biosciences, Inc. ("Ardea"), and in consideration thereof, Zeneca and certain directors and executive officers of Ardea and certain of their respective affiliates (the "Key Stockholders") entered into Voting Agreements, dated as of April 21, 2012 (the "Voting Agreements"), (continued in Footnote 3)

(3) pursuant to which the Key Stockholders have agreed to vote, or cause to be voted, all shares of Ardea common stock ("Shares") beneficially owned by them (i) in favor of the adoption of the Merger Agreement and, without limitation of the preceding language, the approval of certain proposals to adjourn or postpone any meeting of Ardea stockholders to a later date if there are not sufficient votes for adoption of the Merger Agreement on the date on which such meeting is held, and (ii) against (a) any proposal made in opposition to, or in competition with, the transactions contemplated by the Merger Agreement and (b) any acquisition transaction and any other action or agreement that is intended to or would reasonably be expected to impede, prevent, delay or adversely affect the transactions contemplated by the Merger Agreement, in each case, on the terms and subject to the conditions set forth in the Voting Agreements.

(4) The AZ Entities, by reason of the execution and delivery by Zeneca of the Voting Agreements, may be deemed to have shared voting power with the Key Stockholders with respect to (and therefore beneficially own within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934 (the "Exchange Act")) an aggregate of 10,886,949 Shares (representing approximately 29.6% of Ardea's issued and outstanding Shares (assuming 36,768,915 Shares issued and outstanding as of April 18, 2012, as represented by Ardea in the Merger Agreement)) and shared dispositive power with the Key Stockholders with respect to an aggregate of 12,181,075 Shares (comprised of (i) 10,886,949 issued and outstanding Shares and (ii) 1,294,126 Shares issuable upon exercise of outstanding options and warrants that are subject to the Voting Agreements.

(5) None of the AZ Entities have any pecuniary interest in the Shares and therefore do not have beneficial ownership of any Shares within the meaning of Rule 16a-1(a)(2) of the Exchange Act.

(6) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by any AZ Entity or any other person that he, she or it is the beneficial owner of any of the Shares referred to herein for purposes of Section 13(d) or Section 16 of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

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Remarks:

Exhibits:Â 99.1 NameÂ andÂ addressÂ ofÂ eachÂ ofÂ theÂ AZÂ Entities;Â 99.2
SignatureÂ ofÂ eachÂ AZÂ EntityÂ (otherÂ thanÂ AstraZenecaÂ PLC)

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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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