

ACADIA PHARMACEUTICALS INC

Form 3

December 21, 2012

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â BAKER BROS ADVISORS
LLC

(Last)

(First)

(Middle)

667 MADISON AVENUE, 21ST
FLOOR

(Street)

NEW YORK, NY US 10065

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/12/2012

3. Issuer Name **and** Ticker or Trading Symbol

ACADIA PHARMACEUTICALS INC [ACAD]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☐ 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

1,045,475

I

See Footnotes (1) (4)

Common Stock

14,229,612

I

See Footnotes (2) (4)

Common Stock

346,725

I

See Footnotes (3) (4)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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

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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)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrant (right to buy)	07/12/2011	01/11/2018	Common Stock	1,426,590	\$ 1.38	I	See Footnotes <u>(2)</u> <u>(4)</u>
Common Stock Warrant (right to buy)	07/12/2011	01/11/2018	Common Stock	39,378	\$ 1.38	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock Warrant (right to buy)	06/17/2013	12/17/2019	Common Stock	42,131	\$ 0.01	I	See Footnotes <u>(1)</u> <u>(4)</u>
Common Stock Warrant (right to buy)	06/17/2013	12/17/2019	Common Stock	447,138	\$ 0.01	I	See Footnotes <u>(2)</u> <u>(4)</u>
Common Stock Warrant (right to buy)	06/17/2013	12/17/2019	Common Stock	10,731	\$ 0.01	I	See Footnotes <u>(3)</u> <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER BROS ADVISORS LLC 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	Â	Â X	Â	Â
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	Â	Â X	Â	Â
BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY US 10065	Â	Â X	Â	Â

Signatures

BAKER BROS. ADVISORS, LLC Name: Scott L. Lessing, Title: President /s/ Scott L. Lessing

12/21/2012

__Signature of Reporting Person

Date

/s/ Felix J. Baker

12/21/2012

__Signature of Reporting Person

Date

/s/ Julian C. Baker

12/21/2012

__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).

As a result of their ownership interest in Baker Biotech Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the shares of Common Stock of ACADIA Pharmaceuticals Inc. (the "Issuer") reported in column 2 of Table

- (1) I and underlying Warrants reported in column 3 of Table II 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.

As result of their ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 2 of Table I and underlying

- (2) Warrants reported in column 3 of Table II 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.

As result of their ownership interest in 14159 Capital (GP), LLC, Julian C. Baker and Felix J. Baker may be deemed to have an indirect pecuniary interest in the Issuer's shares of Common Stock reported in column 2 of Table I and underlying Warrants reported in column 3

- (3) of Table II directly held by 14159, L.P. ("14159") 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.

Baker Bros. Advisors, LLC (the "Adviser") serves as the Investment Adviser to Life Sciences, 667 and 14159 (collectively, 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

- (4) 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.

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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