

RXi Pharmaceuticals Corp  
 Form 4  
 April 23, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Advanced RNA Technologies, LLC

(Last) (First) (Middle)

1 KENDALL SQUARE BUILDING  
 200, SUITE 2203

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 RXi Pharmaceuticals Corp [RXII]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/05/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)
				(A) or (D)	Price		
Common Stock, \$0.0001 par value	02/05/2013		J <sup>(1)</sup>	10,000	D	\$ 0.076	41,249,266 D
Common Stock, \$0.0001 par value	02/06/2013		J <sup>(1)</sup>	20,000	D	\$ 0.086	41,229,266 D
Common Stock, \$0.0001 par value	02/11/2013		J <sup>(1)</sup>	40,000	D	\$ 0.115	41,189,266 D

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Common Stock, \$0.0001 par value	02/11/2013	<u>J(1)</u>	20,000	D	\$ 0.095	41,169,266	D
Common Stock, \$0.0001 par value	02/11/2013	<u>J(1)</u>	20,000	D	\$ 0.091	41,149,266	D
Common Stock, \$0.0001 par value	02/14/2013	<u>J(1)</u>	30,000	D	\$ 0.116	41,119,266	D
Common Stock, \$0.0001 par value	02/15/2013	<u>J(1)</u>	40,000	D	\$ 0.136	41,079,266	D
Common Stock, \$0.0001 par value	02/19/2013	<u>J(1)</u>	49,000	D	\$ 0.19	41,030,266	D
Common Stock, \$0.0001 par value	02/19/2013	<u>J(1)</u>	1,000	D	\$ 0.192	41,029,266	D
Common Stock, \$0.0001 par value	02/22/2013	<u>J(1)</u>	40,000	D	\$ 0.16	40,989,266	D
Common Stock, \$0.0001 par value	02/25/2013	<u>J(1)</u>	92,000	D	\$ 0.18	40,897,266	D
Common Stock, \$0.0001 par value	02/25/2013	<u>J(1)</u>	8,000	D	\$ 0.182	40,889,266	D
Common Stock, \$0.0001 par value	02/26/2013	<u>J(1)</u>	4,000	D	\$ 0.175	40,885,266	D
Common Stock, \$0.0001 par value	02/27/2013	<u>J(1)</u>	29,888	D	\$ 0.16	40,855,378	D
	02/28/2013	<u>J(1)</u>	200	D	\$ 0.16	40,855,178	D

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Common Stock, \$0.0001 par value								
Common Stock, \$0.0001	03/01/2013	<u>J<sup>(1)</sup></u>	20,000	D	\$ 0.15	40,835,178	D	
Common Stock, \$0.0001	03/04/2013	<u>J<sup>(1)</sup></u>	50,000	D	\$ 0.145	40,785,178	D	
Common Stock, \$0.0001 par value	03/05/2013	<u>J<sup>(1)</sup></u>	30,000	D	\$ 0.145	40,755,178	D	
Common Stock, \$0.0001 par value	03/06/2013	<u>J<sup>(1)</sup></u>	36,570	D	\$ 0.149	40,718,608	D	
Common Stock, \$0.0001 par value	03/07/2013	<u>J<sup>(1)</sup></u>	50,000	D	\$ 0.195	40,668,608	D	
Common Stock, \$0.0001 par value	03/08/2013	<u>J<sup>(1)</sup></u>	50,000	D	\$ 0.194	40,618,608	D	
Common Stock, \$0.0001 par value	03/11/2013	<u>J<sup>(1)</sup></u>	100,000	D	\$ 0.233	40,518,608	D	
Common Stock, \$0.0001 par value	03/11/2013	<u>J<sup>(1)</sup></u>	100,000	D	\$ 0.24	40,418,608	D	
Common Stock, \$0.0001 par value	03/11/2013	<u>J<sup>(1)</sup></u>	100,000	D	\$ 0.221	40,318,608	D	
Common Stock, \$0.0001 par value	03/11/2013	<u>J<sup>(1)</sup></u>	100,000	D	\$ 0.273	40,218,608	D	
Common Stock, \$0.0001	03/12/2013	<u>J<sup>(1)</sup></u>	100,000	D	\$ 0.272	40,118,608	D	

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par value

Common Stock, \$0.0001 par value  
 03/14/2013 J<sup>(1)</sup> 7,500 D \$ 0.334 40,111,108 D

Common Stock, \$0.0001 par value  
 03/14/2013 J<sup>(1)</sup> 126,843 D \$ 0.331 39,984,265 D

Common Stock, \$0.0001 par value  
 03/15/2013 J<sup>(1)</sup> 100,000 D \$ 0.325 39,884,265 D

Common Stock, \$0.0001 par value  
 03/18/2013 J<sup>(1)</sup> 52,900 D \$ 0.348 39,831,365 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Advanced RNA Technologies, LLC  
1 KENDALL SQUARE BUILDING 200  
SUITE 2203  
CAMBRIDGE, MA 02139

## Signatures

Alexey Wolfson,                      04/11/2013  
Manager

\_\_Signature of Reporting                      Date  
Person

## 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).
- (1) Sales of non-derivative securities sold in the manner required under Rule 144 for Affiliates of of the Issuer.

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