

KLARMAN SETH A  
Form 4  
September 08, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
BAUPOST GROUP LLC/MA

(Last) (First) (Middle)  
10 ST JAMES AVE, SUITE 1700  
(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FACET BIOTECH CORP [FACT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/04/2009

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)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.01 par value per share | 09/04/2009                           |  | S                              | 150,000 (1) D   | \$ 15.393 4,224,407 (1)   | I (1)  | I (1)   |
| Common Stock, \$0.01 par value per share | 09/04/2009                           |  | S                              | 100,000 (1) D   | \$ 15.4 4,124,407 (1)   | I (1)  | I (1)   |
| Common Stock,                            | 09/04/2009                           |  | S                              | 10,200 (1) D  | \$ 15.5 4,114,207 (1)   | I (1)  | I (1)   |

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\$0.01 par value per share

Common Stock, \$0.01 par value per share

|            |   |                              |   |           |           |            |              |              |
|------------|---|------------------------------|---|-----------|-----------|------------|--------------|--------------|
| 09/04/2009 | S | <u>27,900</u> <sup>(1)</sup> | D | \$ 15.494 | 4,086,307 | <u>(1)</u> | I <u>(1)</u> | I <u>(1)</u> |
|------------|---|------------------------------|---|-----------|-----------|------------|--------------|--------------|

Common Stock, \$0.01 par value per share

|            |   |                               |   |           |           |            |              |              |
|------------|---|-------------------------------|---|-----------|-----------|------------|--------------|--------------|
| 09/04/2009 | S | <u>579,432</u> <sup>(1)</sup> | D | \$ 15.434 | 3,506,875 | <u>(1)</u> | I <u>(1)</u> | I <u>(1)</u> |
|------------|---|-------------------------------|---|-----------|-----------|------------|--------------|--------------|

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V (A) (D)   |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| BAUPOST GROUP LLC/MA<br>10 ST JAMES AVE<br>SUITE 1700<br>BOSTON, MA 02116 |               | X         |         |       |
|   |               | X         |         |       |

SAK CORP  
10 ST JAMES AVENUE  
STE 1700  
BOSTON, MA 02116

KLARMAN SETH A  
10 ST JAMES AVENUE  
STE 1700  
BOSTON, MA 02116

X

## Signatures

The Baupost Group, LLC by /s/ Seth A. Klarman,  
President

09/08/2009

\_\_Signature of Reporting Person

Date

SAK Corporation, by /s/ Seth A. Klarman, President

09/08/2009

\_\_Signature of Reporting Person

Date

/s/ Seth A. Klarman

09/08/2009

\_\_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).

(1) This statement on Form 4 is being jointly filed by The Baupost Group, L.L.C. ("Baupost"), SAK Corporation and Seth A. Klarman. Baupost is a registered investment adviser under the Investment Advisers Act of 1940, as amended, and acts as an investment adviser to certain investment limited partnerships. Securities reported on this Form 4 as being beneficially owned by Baupost include securities held by such investment limited partnerships, for which Baupost is the general partner and investment adviser. SAK Corporation is the manager of Baupost. Mr. Klarman is the sole director and sole officer of SAK Corporation and a controlling person of Baupost. The reporting persons disclaim beneficial ownership of the securities except to the extent of their pecuniary interests therein.

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.