

LEXICON PHARMACEUTICALS, INC./DE  
Form 8-K  
October 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 18, 2012

**Lexicon Pharmaceuticals, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**000-30111**  
(Commission  
File Number)

**76-0474169**  
(I.R.S. Employer  
Identification Number)

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**8800 Technology Forest Place**

**The Woodlands, Texas 77381**

**(Address of principal executive offices and Zip Code)**

**(281) 863-3000**

**(Registrant's telephone number, including area code)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On October 18, 2012, Lexicon Pharmaceuticals, Inc. (the Company ) entered into an Underwriting Agreement with J.P. Morgan Securities LLC, Jefferies & Company, Inc., Needham & Company, LLC, Stifel, Nicolaus & Company, Incorporated and Wedbush Securities Inc. for the public offering, issuance and sale of 17,500,000 shares of the Company s common stock, par value \$0.001 per share (the Common Stock ) for aggregate proceeds to the Company of \$39,375,000, plus an additional 2,625,000 shares of Common Stock solely to cover over-allotments, if any.

On October 18, 2012, the Company issued a press release announcing the public offering.

The Underwriting Agreement and press release are filed as Exhibits 1.1 and 99.1 to this report, respectively, and are each incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement with J.P. Morgan Securities LLC, Jefferies & Company, Inc., Needham & Company, LLC, Stifel, Nicolaus & Company, Incorporated and Wedbush Securities Inc. dated October 18, 2012
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1)
99.1	Press Release dated October 18, 2012

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Lexicon Pharmaceuticals, Inc.**

Date: October 18, 2012

By: /s/ BRIAN T. CRUM  
Brian T. Crum  
*Vice President and General Counsel*

**Index to Exhibits**

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