

INFINITY PHARMACEUTICALS, INC.

Form 4

October 06, 2014

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 *
EVNIN ANTHONY B

(Last) (First) (Middle)

C/O INFINITY
PHARMACEUTICALS, INC, 780
MEMORIAL DRIVE

(Street)

CAMBRIDGE, MA 02139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INFINITY PHARMACEUTICALS,
INC. [INFI]

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (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 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/03/2014		M		6,000 A \$ 12.94	73,400	D
Common Stock	10/03/2014		M		10,000 A \$ 12.94	83,400	D
Common Stock	10/03/2014		M		7,500 A \$ 11.85	90,900	D
Common Stock	10/03/2014		M		1,000 A \$ 11.85	91,900	D

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.94	10/03/2014		M	6,000	<u>(1)</u> 05/16/2022	Common Stock	6,000
Stock Option (Right to Buy)	\$ 12.94	10/03/2014		M	10,000	<u>(2)</u> 05/16/2022	Common Stock	10,000
Stock Option (Right to Buy)	\$ 11.85	10/03/2014		M	7,500	<u>(3)</u> 06/17/2024	Common Stock	7,500
Stock Option (Right to Buy)	\$ 11.85	10/03/2014		M	1,000	<u>(4)</u> 06/17/2024	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EVNIN ANTHONY B C/O INFINITY PHARMACEUTICALS, INC 780 MEMORIAL DRIVE CAMBRIDGE, MA 02139	X			

Signatures

/s/ Anthony B.
Evnin

10/03/2014

 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) The options vested over a period of one year in equal quarterly installments beginning at the end of the first calendar quarter after the date of grant. As of the date hereof, the option had fully vested.
 - (2) The options vested over a period of one year in equal quarterly installments beginning at the end of the first calendar quarter after the date of grant. As of the date hereof, the option had fully vested.
 - (3) The options vested over a period of one year in equal quarterly installments beginning at the end of the first calendar quarter after the date of grant. As of the date hereof, the option had vested as to 7,500 shares subject to the option.
 - (4) The options vested over a period of one year in equal quarterly installments beginning at the end of the first calendar quarter after the date of grant. As of the date hereof, the option had vested as to 1,000 shares subject to the option.

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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