

LEXICON PHARMACEUTICALS, INC./DE

Form 4

November 26, 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 \*  
Artal International S.C.A.

2. Issuer Name and Ticker or Trading Symbol  
LEXICON PHARMACEUTICALS, INC./DE [LXRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/26/2014

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

10-12 AVENUE PASTEUR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LUXEMBOURG, N4 L-2310

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/26/2014		P		149,253,731	A	\$ 1.005
					149,253,731	I	
Common Stock					247,818,843	I	
Common Stock					5,553,292	I	

See Footnotes (1) (4) (5)

See Footnotes (2) (4) (5)

See Footnotes (3) (4) (5)

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.

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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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Artal International S.C.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Minne Pascal PLACE STE. GUDULE, 19 BRUXELLES, C9 B-1000	X	X		
Invus, L.P. CLARENDON HOUSE, 2 CHURCH STREET HAMILTON HM II, D0	X	X		
Invus Public Equities, L.P. CLARENDON HOUSE, 2 CHURCH STREET HAMILTON HM II, D0	X	X		
Artal International Management S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
Artal Group S.A. 10-12 AVENUE PASTEUR LUXEMBOURG, N4 L-2310	X	X		
	X	X		

Westend S.A.  
 10-12 AVENUE PASTEUR  
 LUXEMBOURG, N4 L-2310

Stichting Administratiekantoor Westend  
 DE BOELELAAN 7, X X  
 AMSTERDAM, P7 NL-1083 HJ

Invus Advisors, L.L.C.  
 750 LEXINGTON AVENUE, 30TH FLOOR X X  
 NEW YORK, NY 10022

Invus Public Equities Advisors, LLC  
 750 LEXINGTON AVENUE, 30TH FLOOR X X  
 NEW YORK, NY 10022

## Signatures

ARTAL INTERNATIONAL S.C.A., By: ARTAL INTERNATIONAL MANAGEMENT S.A., its managing partner, By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director 11/26/2014

\_\_Signature of Reporting Person Date

INVUS, L.P., By: INVUS ADVISORS, L.L.C., its general partner, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President 11/26/2014

\_\_Signature of Reporting Person Date

INVUS PUBLIC EQUITIES, L.P., By: INVUS PUBLIC EQUITIES ADVISORS, LLC., its general partner, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President 11/26/2014

\_\_Signature of Reporting Person Date

INVUS ADVISORS, L.L.C., By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President 11/26/2014

\_\_Signature of Reporting Person Date

INVUS PUBLIC EQUITIES ADVISORS, LLC, By: /s/ Raymond Debbane, Name: Raymond Debbane, Title: President 11/26/2014

\_\_Signature of Reporting Person Date

ARTAL INTERNATIONAL MANAGEMENT S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Managing Director 11/26/2014

\_\_Signature of Reporting Person Date

ARTAL GROUP S.A., By: /s/ Anne Goffard, Name: Anne Goffard, Title: Authorized Person 11/26/2014

\_\_Signature of Reporting Person Date

WESTEND S.A., By: /s/ Pascal Minne, Name: Pascal Minne, Title: Director 11/26/2014

\_\_Signature of Reporting Person Date

STICHTING ADMINISTRATIEKANTOOR WESTEND, By: /s/ Pascal Minne, Name: Pascal Minne, Title: Sole Member of the Board 11/26/2014

\_\_Signature of Reporting Person Date

PASCAL MINNE, /s/ Pascal Minne

11/26/2014

\_\_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) These securities are directly held by Artal International S.C.A.
- (2) These securities are directly held by Invus, L.P.
- (3) These securities are directly held by Invus Public Equities, L.P.

- Invus Advisors, L.L.C. is the general partner of Invus, L.P., and Invus Public Equities Advisors, LLC is the general partner of Invus Public Equities, L.P. Artal International S.C.A. is the managing member of each of Invus Advisors, L.L.C. and Invus Public Equities Advisors, LLC. The managing partner of Artal International S.C.A. is Artal International Management S.A., both of which are wholly owned subsidiaries of Artal Group S.A., which is a wholly owned subsidiary of Westend S.A., which is a wholly owned subsidiary of Stichting Administratiekantoor Westend (the "Stichting"). Mr. Pascal Minne is the sole member of the board of the Stichting.

- Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

### Remarks:

Invus C.V. directly holds 29,782,609 shares of Issuer common stock. None of the Reporting Persons listed in Footnote 4 hereof

For purposes of Section 16 of the Exchange Act, the Reporting Persons may be deemed to be directors by deputization of the Issuer.

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.