

INFINITY PHARMACEUTICALS, INC.

Form 4

November 27, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O VENROCK, 530 FIFTH AVENUE, 22ND FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/25/2013

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

NEW YORK, NY 10036

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

(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 | (D) | Price | | | |
| Common Stock | 11/25/2013 | | S | | 23,703 | D | \$ 15.4 | 270,368 | I | By Funds (1) |
| Common Stock | 11/26/2013 | | S | | 138,961 | D | \$ 14.72 | 131,407 | I | By Funds (2) |
| Common Stock | 11/27/2013 | | S | | 1,200 | D | \$ 14.56 | 130,207 | I | By Funds (3) |
| Common Stock | | | | | | | | 67,400 | D | |

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EVNIN ANTHONY B C/O VENROCK 530 FIFTH AVENUE, 22ND FLOOR NEW YORK, NY 10036 | | X | | |

Signatures

/s/ Anthony B. Evnin
11/27/2013

**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).
- Represents an aggregate of 216,345 shares held by Venrock Associates III, L.P. ("VA3"), 48,614 shares held by Venrock Associates, L.P. ("VA"), and 5,409 shares held by Venrock Entrepreneurs Fund III, L.P. ("VEF3"). Venrock Management III, LLC ("VM3") and VEF Management III, LLC ("VEFM3") are the sole general partners of VA3 and VEF3, respectively, and may be deemed to beneficially own
- (1) the shares held by VA3 and VEF3, respectively. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, respectively, except to the extent of their indirect pecuniary interests therein. Anthony B. Evnin is a member of VM3 and VEFM3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA3, VA, VEF3, VM3 and VEFM3 except to the extent of his indirect pecuniary interest therein.
 - (2) Represents an aggregate of 105,150 shares held by VA3, 23,628 shares held by VA, and 2,629 shares held by VEF3. VM3 and VEFM3 are the sole general partners of VA3 and VEF3, respectively, and may be deemed to beneficially own the shares held by VA3 and VEF3,

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respectively. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, respectively, except to the extent of their indirect pecuniary interests therein. Anthony B. Evnin is a member of VM3 and VEFM3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA3, VA, VEF3, VM3 and VEFM3 except to the extent of his indirect pecuniary interest therein.

- (3) Represents an aggregate of 104,190 shares held by VA3, 23,412 shares held by VA, and 2,605 shares held by VEF3. VM3 and VEFM3 are the sole general partners of VA3 and VEF3, respectively, and may be deemed to beneficially own the shares held by VA3 and VEF3, respectively. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, respectively, except to the extent of their indirect pecuniary interests therein. Anthony B. Evnin is a member of VM3 and VEFM3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA3, VA, VEF3, VM3 and VEFM3 except to the extent of his indirect pecuniary interest therein.

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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