INFINITY PHARMACEUTICALS, INC.

Form 4

December 04, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **EVNIN ANTHONY B**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

below)

Symbol

(Middle)

INFINITY PHARMACEUTICALS,

(Check all applicable)

INC. [INFI]

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) 12/02/2013

C/O VENROCK, 530 FIFTH **AVENUE, 22ND FLOOR**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10036

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed

1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

(A)

or

(D)

5. Amount of Securities Beneficially Owned Following

6. 7. Nature of Ownership Indirect Form: Direct Beneficial Ownership (D) or Indirect (I) (Instr. 4)

(Instr. 4)

Reported Transaction(s)

Price

(Instr. 3 and 4)

By Funds

Common 12/02/2013 Stock

S 17,756 D

Code V

112,451 14.56

Ι (1)

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)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Securi	ities	(Instr. 5)	Bene
		Derivative							(Instr. 3 and 4)			Own
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
					of (D) (Instr. 3,							(Instr
						4, and 5)						
										A		
										Amount		
						I (A) (D)	Date Exercisable	Expiration Date	Title	or Namelana		
										Number		
					C 1 W					of		
					Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

EVNIN ANTHONY B C/O VENROCK 530 FIFTH AVENUE, 22ND FLOOR NEW YORK, NY 10036



Signatures

/s/ Anthony B. 12/04/2013 **Evnin**

**Signature of Date Reporting Person

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 89,982 shares held by Venrock Associates III, L.P. ("VA3"), 20,219 shares held by Venrock Associates, L.P. ("VA"), and 2,250 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.

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.

Reporting Owners 2