

ACHILLION PHARMACEUTICALS INC

Reported by
VITULLO NICOLE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 08/14/17 for the Period Ending 08/10/17

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|-------------|--|
| Address | 300 GEORGE STREET NEW HAVEN, CT 06511 |
| Telephone | 203-624-7000 |
| CIK | 0001070336 |
| Symbol | ACHN |
| SIC Code | 2834 - Pharmaceutical Preparations |
| Industry | Biotechnology & Medical Research |
| Sector | Healthcare |
| Fiscal Year | 12/31 |

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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| VITULLO NICOLE | | | ACHILLION PHARMACEUTICALS INC [ACHN] | | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| C/O DOMAIN ASSOCIATES, LLC, ONE PALMER SQUARE | | | 8/10/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| PRINCETON, NJ 08542 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | 8/10/2017 | | M | | 2790539 | A | \$3.1125 | 5108336 | I | By Domain Partners VIII, L.P. (U) |
| Common Stock | 8/10/2017 | | F | | 1714954 | D | \$5.06 | 3393382 | I | By Domain Partners VIII, L.P. (U) |
| Common Stock | 8/10/2017 | | M | | 20706 | A | \$3.1125 | 37885 | I | By DP VIII Associates, L.P. (U) |
| Common Stock | 8/10/2017 | | F | | 12726 | D | \$5.06 | 25159 | I | By DP VIII Associates, L.P. (U) |
| Common Stock | | | | | | | | 25000 | I | By Domain Associates, LLC (U) |
| Common Stock | | | | | | | | 31431 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Warrants to Purchase Common Stock | \$3.1125 | 8/10/2017 | | M | | 2790539 | | 8/20/2010 | 8/20/2017 | Common Stock | 2790539 | \$0 | 0 | I | By Domain Partners VIII, L.P. (U) |
| Warrants to Purchase Common Stock | \$3.1125 | 8/10/2017 | | M | | 20706 | | 8/20/2010 | 8/20/2017 | Common Stock | 20706 | \$0 | 0 | I | By DP VIII Associates, L.P. (U) |

Explanation of Responses:

(1) The Reporting Person is a Managing Member of Domain Associates, LLC and a Managing Member of One Palmer Square Associates VIII, LLC, which is

the sole general partner of Domain Partners VIII, L.P. and DP VIII Associates, L.P. Pursuant to Instruction 4(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed her pecuniary interest therein and/or that are not actually distributed to her.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VITULLO NICOLE C/O DOMAIN ASSOCIATES, LLC ONE PALMER SQUARE PRINCETON, NJ 08542 | X | | | |

Signatures

/s/ Lisa A. Kraeutler, Attorney-in-Fact

8/14/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.