

INFINITY PHARMACEUTICALS, INC.

Form 3

December 01, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â Rosebay Medical Co L.P.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/19/2008

3. Issuer Name **and** Ticker or Trading Symbol

INFINITY PHARMACEUTICALS, INC. [INFI]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)C/O NORTH BAY  
ASSOCIATES,Â 14000 QUAIL  
SPRINGS PARKWAY #2200

(Street)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting PersonOKLAHOMA  
CITY,Â OKÂ 73134

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

2,000,000

D (1) ÂReminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Edgar Filing: INFINITY PHARMACEUTICALS, INC. - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Rosebay Medical Co L.P.  
C/O NORTH BAY ASSOCIATES  
14000 QUAIL SPRINGS PARKWAY #2200  
OKLAHOMA CITY, OK 73134

^ ^ X ^ ^

## Signatures

Stephen A. Ives, as Vice President of Rosebay Medical Company, Inc., Rosebay Medical Company L.P.'s general partner

12/01/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 were purchased pursuant to the Securities Purchase Agreement between the Issuer, Purdue Pharma L.P. and Purdue Pharmaceutical Products L.P., dated November 19, 2008. These securities were distributed by Purdue Pharma L.P. and Purdue Pharmaceutical Products L.P. to the Reporting Person and Beacon Company, the ultimate parents of Purdue Pharma L.P. and Purdue Pharmaceutical Products L.P., via a series of distributions to each entity's limited partner until it reached the Reporting Person.

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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