

EVNIN ANTHONY B

Form 4/A

April 10, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

11/26/2012

☒ Director☐ 10% Owner

☐ Officer (give title
below)

☐ Other (specify
below)

NEW YORK, NY 10036

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/28/2012

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)
Common Stock	11/26/2012		J	(A) or (D) Amount 8,743 (1) (2)	\$ 0 67,400 (1) (2)	D	

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

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information contained in this form are not
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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)**

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
EVNIN ANTHONY B C/O VENROCK 530 FIFTH AVENUE, 22ND FLOOR NEW YORK, NY 10036		X		

Signatures

/s/ Anthony B.
Evnin

04/10/2013

**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).

(1) On November 26, 2012, Venrock Associates III, L.P. ("VA3") and Venrock Associates, L.P. ("VA" and together with VA3, the "Venrock Funds") distributed an aggregate of 864,565 shares of the common stock of the Issuer to their respective partners pro rata based on their respective interests in the Venrock Funds (the "Distribution").

(2) In the Distribution, Dr. Evnin received 8,743 shares. For Dr. Evnin, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership. Dr. Evnin holds an aggregate of 67,400 shares of common stock of the Issuer, which consists of 923 shares received in the Distribution from VA, 7,820 shares received in the Distribution from VA3 and an aggregate of 58,657 shares received from the exercise of stock options on November 27, 2012.

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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