

INFINITY PHARMACEUTICALS, INC.

Form 4

January 09, 2009

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rosebay Medical Co L.P.

(Last) (First) (Middle)

C/O NORTH BAY
ASSOCIATES, 14000 QUAIL
SPRINGS PARKWAY #2200

(Street)

OKLAHOMA CITY, OK 73134

(City) (State) (Zip)

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

INFINITY PHARMACEUTICALS,
INC. [INFI]

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	01/07/2009		P	1,000,000	A \$ 15 3,000,000	D ⁽¹⁾	

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

**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.**

SEC 1474
(9-02)

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

Edgar Filing: INFINITY PHARMACEUTICALS, INC. - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Purchase Warrants (right to buy)	\$ 15 <u>(2)</u> <u>(3)</u>	01/07/2009		P <u>(1)</u>		500,000		01/07/2009	07/01/2010	Common Stock	500,000
Stock Purchase Warrants (right to buy)	\$ 20 <u>(2)</u> <u>(4)</u>	01/07/2009		P <u>(1)</u>		1,000,000		01/07/2009	07/01/2011	Common Stock	1,000,000
Stock Purchase Warrants (right to buy)	\$ 30 <u>(2)</u> <u>(5)</u>	01/07/2009		P <u>(1)</u>		1,500,000		01/07/2009	07/02/2012	Common Stock	1,500,000

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

/s/ Stephen A. Ives, as Vice President of Rosebay Medical Company, Inc., Rosebay Medical Company L.P.'s general partner 01/09/2009

____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).

- 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 (the "Securities Purchase Agreement"). These securities were distributed by
- (1) 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.
- (2)

Edgar Filing: INFINITY PHARMACEUTICALS, INC. - Form 4

The Stock Purchase Warrants to purchase Issuer's Common Stock (the "Warrants") were acquired as part of a private placement by the Issuer in accordance with the Securities Purchase Agreement. These Warrants 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.

- (3) The Warrants have the following exercise prices: (a) \$15.00 per share from January 7, 2009 until September 30, 2009, (b) \$16.25 per share from October 1, 2009 until January 3, 2010, (c) \$17.50 per share from January 4, 2010 until March 31, 2010, (d) \$18.75 per share from April 1, 2010 until June 30, 2010, and (e) \$20.00 per share on July 1, 2010.

- (4) The Warrants have the following exercise prices: (a) \$20.00 per share from January 7, 2009 until September 30, 2010, (b) \$22.50 per share from October 1, 2010 until January 2, 2011, (c) \$25.00 per share from January 3, 2011 until March 31, 2011, (d) \$27.50 per share from April 1, 2011 until June 30, 2011, and (e) \$30.00 per share on July 1, 2011.

- (5) The Warrants have the following exercise prices: (a) \$30.00 per share from January 7, 2009 until October 2, 2011, (b) \$32.50 per share from October 3, 2011 until January 2, 2012, (c) \$35.00 per share from January 3, 2012 until April 1, 2012, (d) \$37.50 per share from April 2, 2012 until July 1, 2012, and (e) \$40.00 per share on July 2, 2012.

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.