

STEINMETZ MICHAEL
Form 4
December 18, 2009

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, 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 *
Clarus Lifesciences II, L.P.

2. Issuer Name and Ticker or Trading Symbol
ACHILLION
PHARMACEUTICALS INC
[ACHN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2009

C/O CLARUS VENTURES,
LLC, 101 MAIN STREET, SUITE
1210

(Street)

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

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

CAMBRIDGE, MA 02142

(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)
			Code	V Amount or (D) Price			
Common Stock	12/16/2009		S(1)	67,800 D \$ 3.5768	5,100,543	I	By Fund (2)
Common Stock	12/17/2009		S(1)	129,476 D \$ 3.5	4,971,067	I	By Fund (2)
Common Stock	12/18/2009		S(1)	9,900 D \$ 3.5	4,961,167	I	By Fund (2)

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

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(9-02)

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

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. Number of Derivative Securities Beneficially Owned (Instr. 5)
				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
Clarus Lifesciences II, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures II GP, L.P. C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Clarus Ventures II, LLC C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
LIPTAK ROBERT C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142		X		
Simon Nicholas C/O CLARUS VENTURES, LLC 101 MAIN STREET, SUITE 1210 CAMBRIDGE, MA 02142	X	X		

HENNER DENNIS
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

GALAKATOS NICHOLAS
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

Leiden Jeffrey
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

WHEELER KURT
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

STEINMETZ MICHAEL
 C/O CLARUS VENTURES, LLC X
 101 MAIN STREET, SUITE 1210
 CAMBRIDGE, MA 02142

Signatures

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P., general partner of Clarus Lifesciences II, L.P. 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC, general partner of Clarus Ventures II GP, L.P. 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, Manager of Clarus Ventures II, LLC 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, as attorney-in-fact for Nicholas Simon 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, as attorney-in-fact for Dennis Henner 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, as attorney-in-fact for Nicholas Galakatos 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, as attorney-in-fact for Jeffrey Leiden 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, as attorney-in-fact for Kurt Wheeler 12/18/2009
 Date
 __Signature of Reporting Person

/s/ Robert Liptak, as attorney-in-fact for Michael Steinmetz

12/18/2009

____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).
- (1) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by Clarus Lifesciences II, L.P. ("Clarus") on November 1, 2009.

Securities held of record by Clarus. Clarus Ventures II GP, L.P. (the "GPLP"), as the sole general partner of Clarus, may be deemed to beneficially own certain of the shares held of record by Clarus. The GPLP disclaims beneficial ownership of all shares held of record by Clarus in which the GPLP does not have an actual pecuniary interest. Clarus Ventures II, LLC (the "GPLLC"), as the sole general partner

- (2) of the GPLP, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of Messrs. Galakatos, Henner, Leiden, Liptak, Simon, Steinmetz and Wheeler, as individual Managing Directors of the GPLLC, may be deemed to beneficially own certain of the shares held of record by Clarus. Each of Messrs. Galakatos, Henner, Leiden, Liptak, Simon, Steinmetz and Wheeler disclaims beneficial ownership of all shares held of record by Clarus in which he does not have an actual pecuniary interest.

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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