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INFINITY PHARMACEUTICALS, INC.

Form 4

September 30, 2013

September 3	50, 2015										
FORM	14 UNITED	STATES SEC	URITIES A	AND EX	KCH A	ANGE CO	OMMISSION	OMB AF	PPROVAL		
Check tl	his hov	7	Vashington	, D.C. 2	0549			Number:	3235-0287		
if no lon subject t Section	nger staten	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							January 31, 2005 Iverage rs per		
Form 4 Form 5 obligation may con See Institution 1(b).	Filed pur Section 17(20(le) of the Larrestment Comments A at of 1040									
(Print or Type	Responses)										
Palombella Vito J. Symbol			ol	T				5. Relationship of Reporting Person(s) to Issuer			
			[INFI]		2011	CILD,	(Check all applicable)				
(Last)	htti/Day/ i ear)				Director 10% Owner X Officer (give title Other (specify below)						
C/O INFIN PHARMAG MEMORIA	CEUTICALS, IN		7/2013				Chief S	cientific Offic	er		
(Street) 4. If Ame Filed(Mor				Oate Origin ar)	al	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CAMBRID	OGE, MA 02139					-	Form filed by M Person				
(City)	(State)	(Zip)	able I - Non-	Derivativ	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Month/Day/Year) 2. Transaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			Code	4. Secur onor Dispo (Instr. 3,	sed of		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	,			
Common Stock	09/27/2013		M(1)	4,736	A	\$ 2.04	4,736	D			
Common Stock	09/27/2013		S(1)	4,736	D	\$ 17.2797 (2)	0	D			
Common Stock							5,923.008	I	By 401k		

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

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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)

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 comf 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.04	09/27/2013		M(3)	2	4,736	05/10/2005(4)	05/10/2015	Common Stock	4,736

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Palombella Vito J. C/O INFINITY PHARMACEUTICALS, INC. 780 MEMORIAL DRIVE CAMBRIDGE, MA 02139

Chief Scientific Officer

Signatures

/s/ Vito

Palombella 09/30/2013

**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) The acquisition and disposition reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2013.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$17.06 to \$17.5, inclusive. The reporting person undertakes to provide to Infinity Pharmaceuticals, Inc., any security holder of Infinity Pharmaceuticals, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of

Reporting Owners 2

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shares sold at each separate price within the ranges set forth in this footnote 2.

- (3) The disposition reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 27, 2013.
- This stock option was granted under the issuer's Pre-Merger Stock Incentive Plan, which permits the early exercise of unvested stock (4) options in exchange for shares of restricted stock that are subject to a right of repurchase by the issuer that lapses in accordance with the vesting schedule of the original option. This option is fully vested.

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.