Noiman Silvia Form 4 August 18, 2006

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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(b).

See Instruction

1. Name and Address of Reporting Person \* Noiman Silvia

2. Issuer Name and Ticker or Trading Symbol

EPIX Pharmaceuticals, Inc. [EPIX]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 08/16/2006

Director 10% Owner

(Check all applicable)

X\_ Officer (give title below)

Other (specify

C/O EPIX PHARMACEUTICALS, INC., 4 MAGUIRE ROAD

(Street)

(State)

(First)

Filed(Month/Day/Year)

4. If Amendment, Date Original

Sr VP Pipeline Mgt, GM Israel 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

LEXINGTON, MA 02421

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following (Instr. 4)

Indirect Beneficial Indirect (I) Ownership (Instr. 4)

(A) or

Reported Transaction(s)

3,684

(Instr. 3 and 4) Code V Amount (D) Price

Common Stock

(City)

(Instr. 3)

08/16/2006

A 3,684 A (1)

D

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

(Month/Day/Year)

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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. Transactio Code (Instr. 8)	5. Number of or 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)	\$ 2.18	08/16/2006		A	10,527	(2)	08/11/2013	Common Stock	10,527
Stock Option (Right to Buy)	\$ 2.18	08/16/2006		A	5,045	(3)	08/11/2013	Common Stock	5,045
Stock Option (Right to Buy)	\$ 2.18	08/16/2006		A	3,214	<u>(4)</u>	04/29/2014	Common Stock	3,214
Stock Option (Right to Buy)	\$ 0.98	08/16/2006		A	95,315	<u>(5)</u>	09/23/2014	Common Stock	95,315
Stock Option (Right to Buy)	\$ 0.98	08/16/2006		A	30,554	<u>(6)</u>	09/23/2014	Common Stock	30,554
Stock Option (Right to Buy)	\$ 0.98	08/16/2006		A	74,092	<u>(7)</u>	01/18/2015	Common Stock	74,092
Stock Option (Right to Buy)	\$ 1.74	08/16/2006		A	11,141	<u>(8)</u>	04/28/2015	Common Stock	11,141
Stock Option (Right to Buy)	\$ 3.62	08/16/2006		A	24,800	<u>(9)</u>	06/05/2016	Common Stock	24,800

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Noiman Silvia C/O EPIX PHARMACEUTICALS, INC. 4 MAGUIRE ROAD LEXINGTON, MA 02421

Sr VP Pipeline Mgt, GM Israel

# **Signatures**

/s/ Michael Berdik Attorney-in-Fact 08/18/2006

\*\*Signature of Reporting Person D

# **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).
- Received in exchange for 4,457 shares of Predix Pharmaceuticals Holdings, Inc. ("Predix") common stock based on an exchange ratio of 0.826702 in connection with the merger of EPIX Pharmaceuticals, Inc. ("EPIX") and Predix (the "Merger") and after EPIX having effected a 1 for 1.5 reverse stock split. On the effective date of the Merger, the closing price of EPIX?s common stock was \$4.85 per share
- Received in the Merger in exchange for a stock option to acquire 12,735 shares of Predix common stock for \$1.80 per share. The terms and provisions of the Predix option plan under which this option was granted will continue to apply to this option. The option vests over a four year period at a rate of 25% on July 31, 2004, with the balance vesting in equal annual installments over the remaining three years.
- Received in the Merger in exchange for a stock option to acquire 6,104 shares of Predix common stock for \$1.80 per share. The terms and (3) provisions of the Predix option plan under which this option was granted will continue to apply to this option. The option vested in full on August 8, 2003.
- Received in the Merger in exchange for a stock option to acquire 3,888 shares of Predix common stock for \$1.80 per share. The terms and (4) provisions of the Predix option plan under which this option was granted will continue to apply to this option. The option began vesting in 16 quarterly installments of 6.25% each on July 29, 2004.
- Received in the Merger in exchange for a stock option to acquire 115,301 shares of Predix common stock for \$0.81 per share. The terms and provisions of the Predix option plan under which this option was granted will continue to apply to this option. The option vested in full on November 1, 2004.
- Received in the Merger in exchange for a stock option to acquire 36,962 shares of Predix common stock for \$0.81 per share. The terms (6) and provisions of the Predix option plan under which this option was granted will continue to apply to this option. The option vested in full on November 1, 2004.
- Received in the Merger in exchange for a stock option to acquire 89,628 shares of Predix common stock for \$0.81 per share. The terms and provisions of the Predix option plan under which this option was granted will continue to apply to this option. The option began vesting in 48 approximately equal monthly installments on February 18, 2005.
- Received in the Merger in exchange for a stock option to acquire 13,478 shares of Predix common stock for \$1.44 per share. The terms and provisions of the Predix option plan under which this option was granted will continue to apply to this option. The option began vesting in 48 approximately equal monthly installments on August 1, 2005.
- Received in the Merger in exchange for a stock option to acquire 30,000 shares of Predix common stock for \$2.99 per share. The terms and provisions of the Predix option plan under which this option was granted will continue to apply to this option. The option vested as to 10.4% of the shares as of June 5, 2006, with the remaining balance vesting in 43 approximately equal monthly installments beginning on July 1, 2006.

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.

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