

BIOCRYST PHARMACEUTICALS INC

Form 3

November 06, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â BAKER BROS. ADVISORS  
LP

(Last) (First) (Middle)

667 MADISON AVENUE, 21ST  
FLOOR

(Street)

NEW YORK, NY 10065

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
11/06/2015

3. Issuer Name and Ticker or Trading Symbol

BIOCRYST PHARMACEUTICALS INC [BCRX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_\_ Form filed by One Reporting Person

\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

23,459

D (1) Â

Common Stock

23,459

D (2) Â

Common Stock

2,122,127

I See Footnote (3) (5) (7)

Common Stock

12,101,485

I See Footnote (4) (5) (7)

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

SEC 1473 (7-02)

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

# Edgar Filing: BIOCRYST PHARMACEUTICALS INC - Form 3

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (right to buy)	06/13/2011	05/12/2021	Common Stock	15,000	\$ 3.56	I	See Footnote <u>(6)</u> <u>(7)</u>
Stock Options (right to buy)	06/14/2010	05/13/2020	Common Stock	15,000	\$ 7.01	I	See Footnote <u>(6)</u> <u>(7)</u>
Stock Options (right to buy)	04/30/2009	04/30/2019	Common Stock	15,000	\$ 3.96	I	See Footnote <u>(6)</u> <u>(7)</u>
Stock Options (right to buy)	06/21/2008	05/21/2018	Common Stock	15,000	\$ 3.12	I	See Footnote <u>(6)</u> <u>(7)</u>
Stock Options (right to buy)	06/16/2007	05/16/2017	Common Stock	15,000	\$ 7.98	I	See Footnote <u>(6)</u> <u>(7)</u>
Stock Options (right to buy)	05/17/2007	05/17/2016	Common Stock	15,000	\$ 12.26	I	See Footnote <u>(6)</u> <u>(7)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER BROS. ADVISORS LP 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065	Â	Â X	Â	Â
Baker Bros. Advisors (GP) LLC 667 MADISON AVENUE 21ST FLOOR NEW YORK, NY 10065	Â	Â X	Â	Â
BAKER JULIAN 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065	Â	Â X	Â	Â
BAKER FELIX 667 MADISON AVENUE, 21ST FLOOR NEW YORK, NY 10065	Â	Â X	Â	Â

## Signatures

Baker Bros. Advisors LP: Name Scott L. Lessing, Title: President 11/06/2015

\_\_Signature of Reporting Person

Date

/s/ Felix J. Baker

11/06/2015

\_\_Signature of Reporting Person

Date

/s/ Julian C. Baker

11/06/2015

\_\_Signature of Reporting Person

Date

Name: Scott L. Lessing Title: President /s/ Scott L. Lessing

11/06/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Common shares held directly by Felix J. Baker and for which Felix J. Baker has sole beneficial ownership. These shares were received in an in kind pro rata distribution from an affiliated investment fund in January 2015 without consideration.
- (2) Common shares held directly by Julian C. Baker and for which Julian C. Baker has sole beneficial ownership. These shares were received in an in kind pro rata distribution from an affiliated investment fund in January 2015 without consideration.

- As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Biotech Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 2,122,127 shares of Common Stock of BioCryst Pharmaceuticals, Inc. (the "Issuer") directly held by 667, L.P. ("667"), a limited partnership of which the sole general partner is Baker Biotech Capital, L.P., a limited partnership of which the sole general partner is Baker Biotech Capital (GP), LLC, due to Baker Biotech Capital, L.P.'s right to receive an allocation of a portion of the profits from 667.
- (3)

- As a result of Felix J. Baker's and Julian C. Baker's ownership interest in Baker Brothers Life Sciences Capital (GP), LLC, Felix J. Baker and Julian C. Baker may be deemed to have an indirect pecuniary interest in 12,101,485 shares of Common Stock of the Issuer directly held by Baker Brothers Life Sciences, L.P. ("Life Sciences"), a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital, L.P., a limited partnership of which the sole general partner is Baker Brothers Life Sciences Capital (GP), LLC, due to Baker Brothers Life Sciences Capital, L.P.'s right to receive an allocation of a portion of the profits from Life Sciences.
- (4)

- Includes beneficial ownership of 5,833 shares received from the exercise of stock options granted to Dr. Stephen R. Biggar, an employee of Baker Bros. Advisors LP (the "Adviser") and former director of the Issuer that were granted to Dr. Biggar during his previous service on the Board of Directors of the Issuer (the "Board"). Dr. Biggar previously served on the Board as a representative of 667 and Life Sciences (collectively the "Funds"). Therefore Dr. Biggar has no pecuniary interest in any of the options to purchase common stock or shares of common stock held directly by him received from the exercise of these options. The Funds are instead entitled to the pecuniary interest in any options to purchase common stock and stock received from exercise of these options.
- (5)

- Options to purchase common stock of the Issuer directly held by Dr. Biggar(the "Options"), an employee and former director of the Issuer that were granted to Dr. Biggar during his previous service on the Board. Dr. Biggar previously served on the Issuer's Board as a representative of the Funds. Due to the agreements and policies of the Funds and Dr. Biggar's agreement to follow those agreements and policies, Dr. Biggar does not have any right to receive pecuniary interest from the securities that he received as compensation for serving as a director of the Issuer and therefore has no pecuniary interest in the Options. The Funds are entitled to pecuniary interest in the Options and each holds an indirect proportionate pecuniary interest. Felix J. Baker and Julian C. Baker, solely as a result of their ownership interest in the general partner of the general partners of the Funds, may be deemed to have an indirect proportionate pecuniary interest in the Options (ie. no direct pecuniary interest).
- (6)

- The Adviser serves as the Investment Adviser to the Funds. In connection with the services provided by the Adviser, the Adviser receives an asset-based management fee that does not confer any pecuniary interest in the securities held by the Funds. Baker Bros. Advisors (GP) LLC (the "Adviser GP") is the Adviser's sole general partner. Julian C. Baker and Felix J. Baker are principals of the Adviser GP. The Adviser has complete and unlimited discretion and authority with respect to the investment and voting power of the securities held by the Funds. Julian C. Baker, Felix J. Baker, the Adviser GP and the Adviser disclaim beneficial ownership of the securities held directly by the Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Julian C. Baker, Felix J. Baker, the Adviser GP or the Adviser is a beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (7)

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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