

ACHILLION PHARMACEUTICALS INC

Form SC 13G/A

November 22, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)¹

Achillion Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$.001 par value

(Title of Class of Securities)

00448Q201

(CUSIP Number)

November 20, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 00448Q201

1. NAME OF
REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

Johnson & Johnson
EIN: 22-1024240

2. CHECK
THE
APPROPRIATE
BOX
IF (a) ☐
A (b) ☐
MEMBER
OF
A
GROUP

3. SEC USE ONLY

4. CITIZENSHIP OR
PLACE OF
ORGANIZATION
New Jersey

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE
VOTING
POWER -0-
SHARED

6. VOTING
POWER -0-
SOLE

7. DISPOSITIVE
POWER -0-
SHARED

8. DISPOSITIVE
POWER -0-
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON -0-

9.

- CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
10. IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11. REPRESENTED
BY AMOUNT IN
ROW (9) -0-
12. TYPE OF
REPORTING
PERSON CO

CUSIP NO. 00448Q201

1. NAME OF
REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

Johnson & Johnson
Innovation-JJDC,
Inc.
EIN: 22-2007137

2. CHECK
THE
APPROPRIATE
BOX
IF (a) ☐
A (b) ☐
MEMBER
OF

3. A
GROUP
SEC USE ONLY

4. CITIZENSHIP OR
PLACE OF
ORGANIZATION
New Jersey

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE
VOTING
POWER -0-
SHARED

6. VOTING
POWER -0-
SOLE

7. DISPOSITIVE
POWER -0-
SHARED

8. DISPOSITIVE
POWER -0-
9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON -0-

- CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
10. IN []
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11. REPRESENTED
BY AMOUNT IN
ROW (9) -0-
12. TYPE OF
REPORTING
PERSON CO

CUSIP NO. 00448Q201

AMENDMENT NO. 1 TO SCHEDULE 13G (FINAL AMENDMENT)

Reference is hereby made the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons with respect to the Common Stock of the Issuer on July 6, 2015 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are amended and restated to read in their entirety as follows:

OWNERSHIP:

ITEM (a) through (c)

4

The information requested hereunder is incorporated by reference to the cover pages to this Amendment No. 1 to Schedule 13G.

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

ITEM

5

If this statement is being filed to report the fact that the Reporting Persons have ceased to be beneficial owners of more than five percent of the Common Stock, check the following: [X].

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CUSIP NO. 00448Q201

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 22, 2017

JOHNSON & JOHNSON

By: /s/ Thomas Spellman III

Name: Thomas Spellman III

Title: Secretary

**JOHNSON & JOHNSON
INNOVATION-JJDC, INC.**

By: /s/ James J. Bergin

Name: James J. Bergin

Title: Secretary