

EVNIN ANTHONY B
Form 4
November 28, 2012

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 *
EVNIN ANTHONY B

2. Issuer Name and Ticker or Trading Symbol
INFINITY PHARMACEUTICALS, INC. [INFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2012

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

C/O VENROCK, 530 FIFTH AVENUE, 22ND FLOOR

(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

NEW YORK, NY 10036

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/26/2012 | | J | (A) or (D) | 864,565 (1) \$ 0 311,719 | I | By Funds (2) (3) |
| Common Stock | 11/26/2012 | | J | (A) or (D) | 4,832 (4) \$ 0 316,551 | I | By Funds and LLC (2) (3) (4) |
| Common Stock | 11/26/2012 | | J | (A) or (D) | 923 (5) \$ 0 923 | D | |
| Common Stock | 11/27/2012 | | M | (A) or (D) | 1,875 \$ 15.04 2,798 | D | |
| | 11/27/2012 | | M | (A) or (D) | 1,407 \$ 9.23 4,205 | D | |

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| | | | | | | | |
|--------------|------------|--|---|--------|---|---------|----------|
| Common Stock | | | | | | | |
| Common Stock | 11/27/2012 | | M | 9,375 | A | \$ 7.7 | 13,580 D |
| Common Stock | 11/27/2012 | | M | 9,375 | A | \$ 5.63 | 22,955 D |
| Common Stock | 11/27/2012 | | M | 5,625 | A | \$ 5.63 | 28,580 D |
| Common Stock | 11/27/2012 | | M | 9,375 | A | \$ 6.74 | 37,955 D |
| Common Stock | 11/27/2012 | | M | 5,625 | A | \$ 6.74 | 43,580 D |
| Common Stock | 11/27/2012 | | M | 10,000 | A | \$ 6.8 | 53,580 D |
| Common Stock | 11/27/2012 | | M | 6,000 | A | \$ 6.8 | 59,580 D |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 15.04 | 11/27/2012 | | M | 1,875 | 12/31/2006 | 09/11/2016 | Common Stock | 1,875 |
| Stock Option (right to buy) | \$ 9.23 | 11/27/2012 | | M | 1,407 | 09/30/2007 | 09/11/2017 | Common Stock | 1,407 |
| | \$ 7.7 | 11/27/2012 | | M | 9,375 | 06/30/2008 | 05/21/2018 | | 9,375 |

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| Option Type | Exercise Price | Grant Date | Expiration Date | Term | Shares | Start Date | End Date | Stock Type | Quantity |
|-----------------------------|----------------|------------|-----------------|------|--------|------------|------------|--------------|----------|
| Stock Option (right to buy) | | | | | | | | Common Stock | |
| Stock Option (right to buy) | \$ 5.63 | 11/27/2012 | | M | 9,375 | 06/30/2009 | 06/16/2019 | Common Stock | 9,375 |
| Stock Option (right to buy) | \$ 5.63 | 11/27/2012 | | M | 5,625 | 06/30/2009 | 06/16/2019 | Common Stock | 5,625 |
| Stock Option (right to buy) | \$ 6.74 | 11/27/2012 | | M | 9,375 | 06/30/2010 | 05/24/2020 | Common Stock | 9,375 |
| Stock Option (right to buy) | \$ 6.74 | 11/27/2012 | | M | 5,625 | 06/30/2010 | 05/24/2020 | Common Stock | 5,625 |
| Stock Option (right to buy) | \$ 6.8 | 11/27/2012 | | M | 10,000 | 06/30/2011 | 05/18/2021 | Common Stock | 10,000 |
| Stock Option (right to buy) | \$ 6.8 | 11/27/2012 | | M | 6,000 | 06/30/2011 | 05/18/2021 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EVNIN ANTHONY B C/O VENROCK 530 FIFTH AVENUE, 22ND FLOOR NEW YORK, NY 10036 | X | | | |

Signatures

/s/ Anthony B. Evnin 11/28/2012

**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) On November 26, 2012, Venrock Associates III, L.P. ("VA3") and Venrock Associates, L.P. ("VA" and together with VA3, the "Venrock Funds") distributed an aggregate of 864,565 shares of the common stock of the Issuer to their respective partners pro rata based on their respective interests in the Venrock Funds (the "Distribution").

(2) Following the Distribution, the shares held by VA3, VA and Venrock Entrepreneurs Fund III, L.P. ("VEF3") are as follows: 235,312 shares held by VA3, 52,876 shares held by VA and 23,531 shares held by VEF3.

(3) Venrock Management III, LLC ("VM3") and VEF Management III, LLC ("VEFM3") are the sole general partners of VA3 and VEF3, respectively, and may be deemed to beneficially own the shares held by VA3 and VEF3, respectively. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, respectively, except to the extent of their indirect pecuniary interests therein. Anthony B. Evnin is a member of VM3 and VEFM3. Dr. Evnin expressly disclaims beneficial ownership over all shares held by VA3, VA, VEF3, VM3 and VEFM3 except to the extent of his indirect pecuniary interest therein.

(4) In the Distribution, VM3 received 4,832 shares. For VM3, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.

(5) In the Distribution, Dr. Evnin received 923 shares. For Dr. Evnin, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.

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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