

INHIBITEX, INC.

Form 4

February 15, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
**BRISTOL MYERS SQUIBB CO**2. Issuer Name **and** Ticker or Trading  
Symbol  
**INHIBITEX, INC. [INHX]**5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
  
345 PARK AVENUE,  
  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2012\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)4. 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

NEW YORK, NY 10154

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| COMMON<br>STOCK,<br>PAR<br>VALUE<br>\$0.001 PER<br>SHARE | 02/13/2012                              |                                                             | J                                    | 81,793,316<br>(1) (2) (3) (5)                                           | A \$ 26<br>(1) (2) (3) (4)<br>(5)                                                                                  | I (1)                                                                   | SEE<br>NOTES                                                      |
| COMMON<br>STOCK,<br>PAR<br>VALUE<br>\$0.001 PER<br>SHARE | 02/13/2012                              |                                                             | J                                    | 3,548,704<br>(1) (2) (4) (5)                                            | A \$ 26<br>(1) (2) (3) (4)<br>(5)                                                                                  | I (1)                                                                   | SEE<br>NOTES                                                      |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                     | Relationships                    |
|----------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                    | Director 10% Owner Officer Other |
| BRISTOL MYERS SQUIBB CO<br>345 PARK AVENUE<br>NEW YORK, NY 10154                                   | X                                |
| Inta Acquisition Corp<br>C/O BRISTOL-MYERS SQUIBB COMPANY<br>345 PARK AVENUE<br>NEW YORK, NY 10154 | X                                |

## Signatures

|                                                             |            |
|-------------------------------------------------------------|------------|
| /s/ Demetrios Kydonieus for Bristol-Myers Squibb<br>Company | 02/15/2012 |
| <u>                    </u> Signature of Reporting Person   | Date       |
| /s/ Demetrios Kydonieus for Inta Acquisition<br>Corporation | 02/15/2012 |
| <u>                    </u> 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).

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- (1) Intra Acquisition Corporation, a Delaware corporation ("Purchaser"), is wholly-owned by Bristol-Myers Squibb Company ("Parent").

On January 7, 2012, Inhibitex, Inc. ("Issuer") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Parent and

- (2) Purchaser. Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser commenced a cash tender offer to acquire all of the shares of the Issuer's common stock (the "Offer") for a purchase price of \$26.00 per share in cash.

At 12:00 midnight, New York City time, on February 10, 2012, the Offer expired as scheduled. The Offer was not extended. Based on the information provided by the depositary for the Offer to Parent, as of the expiration of the Offer, approximately 81,793,316 shares of

- (3) Common Stock were validly tendered and not validly withdrawn prior to the expiration of the Offer, including approximately 4,260,705 shares of Common Stock subject to guaranteed delivery procedures. Purchaser has accepted for payment all shares of Common Stock validly tendered and not validly withdrawn.

Concurrently with the execution of the Merger Agreement, each of Gabriele Cerrone, Panetta Partners, Ltd., Russell H. Plumb, New Enterprise Associates 10, Limited Partnership, New Enterprise Associates 11, Limited Partnership and Michael James Barrett (each, a

- (4) "Stockholder"), among others, entered into a Tender and Support Agreement with the Issuer, Parent and Purchaser (the "Support Agreement"). Pursuant to the Support Agreement, each Stockholder, among other things, elected to exercise such Stockholder's warrants and/or vested options, on a net exercise basis, following the acceptance of the Offer and to transfer those newly-issued Shares to Purchaser. Collectively, the Stockholders transferred 3,548,704 shares of Common Stock to Purchaser.

- (5) The shares of Common Stock validly tendered and not validly withdrawn collectively with the shares of Common Stock transferred to Purchaser under the Support Agreement represent approximately 96% of the shares of Common Stock outstanding.

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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